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Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

iCom Holdings LLC

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DIVISION OF CORPORATION

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**Articles of Organization
of
iCom Holdings LLC**

ARTICLE I

Name

The name of this limited liability company is iCom Holdings LLC (hereinafter "the Company").

ARTICLE II

Address

The principal street address of the Company is: 1455 North Park Drive
Weston, Florida 33326

The mailing address is of the Company is: 2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

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ARTICLE V**Purpose**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies July be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI**Authorized Representative and Organizer**

The name and street and mailing address of the person signing these Articles as authorized Representative and Organizer is:

Albert J. Lazo, Esq.
Richards & Polansky, P.A.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

ARTICLE VII**Management**

The Company will be managed by at least one (1) manager and is, therefore, a manager-managed company. The initial manager shall be:

iCom Management Inc.
1455 North Park Drive
Weston, Florida 33326

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

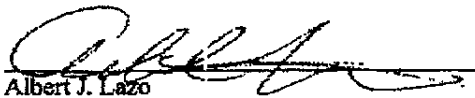

Albert J. Lazo, Authorized Representative

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AUTHORIZED REPRESENTATIVE AND ORGANIZER

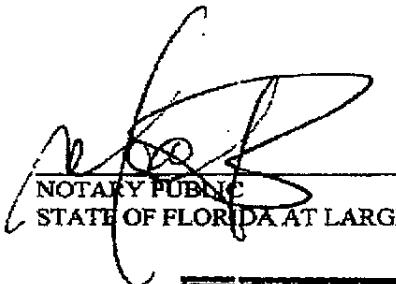
IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization
this 12 day of February 2004.


Albert J. Lazo

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Albert J. Lazo, who is well known to me to be the person described in and who executed these Articles of Organization as Authorized Representative and Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

12 SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this
day of February 2004.


NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

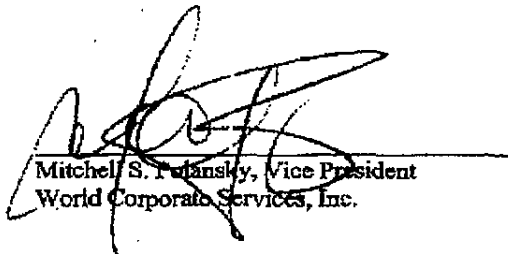
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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of iCom Holdings LLC named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 12 day of February 2004.


Mitchell S. Feldansky, Vice President
World Corporate Services, Inc.

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