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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 10, 2004

Registration Section
Division of Corporations
Post office Box 6327
Tallahassee, FL 32314

RE: Formation of VIDEO COMMUNICATIONS GROUP LLC

Dear Sir or Madam:

Enclosed find (i) the Articles of Organization of VIDEO COMMUNICATIONS GROUP LLC (the "Company") for registration with the Florida Department of State, Division of Corporations and (ii) a check payable to the Florida Department of State in the amount of \$125.00 to cover the filing fee for the Articles of Organization and the Designation of Registered Agent of the Company.

Please send any correspondence relating to the Company to the following:

Manuel Gutierrez
4601 Ponce De Leon Blvd.
Suite 250
Coral Gables, Florida 33146

Thank you in advance for your attention to this matter.

Sincerely,


Manuel Gutierrez

Encls. As noted

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
VIDEO COMMUNICATIONS GROUP LLC**

ARTICLE I

Name

The name of the limited liability company is VIDEO COMMUNICATIONS GROUP LLC (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is 4601 Ponce De Leon Blvd., Suite 250, Coral Gables, Florida 33146.

ARTICLE III

Registered Agent, Registered Office and Registered Agent's Signature

The name and the Florida street address of the registered agent of the Company are:

Manuel Gutierrez
4601 Ponce De Leon Blvd., Suite 250
Coral Gables, Florida 33146

Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Manuel Gutierrez

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TALLAHASSEE, FLORIDA

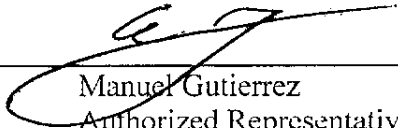
ARTICLE IV

Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

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

Date: June 10, 2004



Manuel Gutierrez
Authorized Representative

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