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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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(Business Entity Name)

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M. KEITH MARSHALL  
Attorney at Law  
Bank of America Building-Suite 300  
18305 Biscayne Boulevard  
Aventura, FL 33160  
(305) 935-0496; Fax: (305) 935-9542

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August 4, 2004

Florida Dept. of State  
Division of Corporations  
Att: New Filings  
P.O. BOX 6327  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: Y-TEL INTERNATIONAL , L.L.C.

Dear Sir or Madam:

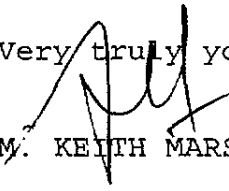
Enclosed please find:

1. Change of Registered Agent and Office for the above limited liability company together with its \$25.00 check for the filing fee.

2. Articles of Organization for CGA HOLDINGS, LLC, a florida limited liability company together with a \$125.00 check for the filing fee.

Thank you.

Very truly yours,

  
M. KEITH MARSHALL

enclosed please find an original and copy of Articles of

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. Name:

The name of the Limited Liability Company is: CGA HOLDINGS, LLC 03

ARTICLE II. Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 806 O'Neal Lane, Baton Rouge, Louisiana, 70816

principal Office Address: Mailing Address: 806 O'Neal Lane, Baton Rouge, Louisiana, 70816

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature: The name, the Florida street address of the registered agent are:

Name: M. KEITH MARSHALL

Florida street address: 18305 Biscayne Boulevard, Suite 300  
Aventura, Florida 33160

Having been named as registered agent and to accept service of process for the above stated limited liability 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 508, Florida Statutes.

Registered Agent's Signature

M. KEITH MARSHALL

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGRM

CONROY MANAGEMENT & ASSOCIATES, INC.  
806 O'Neal Lane  
Baton Rouge, Louisiana 70816

MGRM


AVITRA, SA  
Juncal 1327 - Piso 18  
Montevideo 11000, Uruguay

MGRM

GIN CREEK, INC.  
P.O. Box 475  
Montrose, Alabama 36559

REQUIRED SIGNATURE:

CONROY MANAGEMENT & ASSOCIATES, INC.

  
By: JOHN CONROY, President  
Managing Member

(Signature of a member or an authorized  
representative of a member)

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(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.

Typed or printed name of signee: JOHN CONROY

Filing Fees: \$100-00 Filing Fee for Articles of Organization \$ 25.00  
Designation of Registered Agent \$ 30.00 Certified Copy (Optional) \$ 5.00  
Certificate of Status (Optional)