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Florida Department of State  
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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY  
NATIONWIDE PAYPHONE SERVICES, L.L.C.

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ARTICLES OF ORGANIZATION  
OF

NATIONWIDE PAYPHONE SERVICES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be NATIONWIDE PAYPHONE SERVICES, LLC (hereinafter "the Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is 720 Bird Road, Coral Gables, Florida 33146.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida are Fernando J. Portuondo, Esq., Fernando J. Portuondo, P.A., 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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TALLAHASSEE  
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ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of the remaining members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the member of the Company is

NAME	ADDRESS
Luis Debayle	720 Bird Road Coral Gables, Florida 33146


IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on December 6, 2004.

  
\_\_\_\_\_  
Fernando J. Portuondo  
Authorized Representative

Sworn to and subscribed before me on December 6, 2004, Fernando J. Portuondo who is personally known to me, or produced as identification.

\_\_\_\_\_  
Notary Public - State of Florida

Print Name:  Juana Prowl-McGraw  
(Seal) My Commission 00060061  
Expires February 10, 2006

 Juana Prowl-McGraw  
My Commission 00060061  
Expires February 10, 2006

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, NATIONWIDE PAYPHONE SERVICES, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

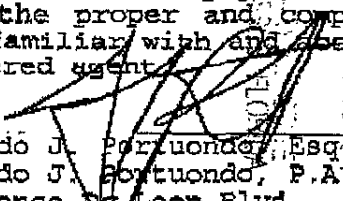
1. The name of the limited liability company is NATIONWIDE PAYPHONE SERVICES, LLC.

2. The name and street address of the registered agent in Florida are:

Fernando J. Portuondo, Esq.  
Fernando J. Portuondo, P.A.  
2121 Ponce De Leon Blvd., Suite 600  
Coral Gables, FL 33134

  
\_\_\_\_\_  
Fernando J. Portuondo,  
Authorized Representative

The undersigned, being the person named in the articles of organization of NATIONWIDE PAYPHONE SERVICES, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Fernando J. Portuondo, Esq.  
Fernando J. Portuondo, P.A.  
2121 Ponce De Leon Blvd.  
Suite 600  
Coral Gables, FL 33134

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