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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 13 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Telmex USA, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Linda Lattimore, General Counsel
(Name of Person)

Telmex USA, L.L.C.
(Firm/Company)

3350 SW 148th Avenue, STE 132
(Address)

Miramar, FL 33027
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Gloria Rodriguez at (954) 517-7302
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|--|--|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:
Telmex USA, L.L.C.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 2/27/1997
- B. Jurisdiction: DE
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Telmex USA, L.L.C.



Signature of a Member or an Authorized Representative of a Member
(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.)

JAVIER ROSADO, Secretary, Telmex International Ventures, USA, Inc.
Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Telex USA, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

3350 SW 148th Avenue, STE 132
Miramar, FL 33027

Mailing Address:

3350 SW 148th Avenue, STE 132
Miramar, FL 33027

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee, 32301-2625 FL

City, State, and Zip

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 608, F.S.


Registered Agent's Signature

(CONTINUED)

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

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

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Telmex International Ventures USA, Inc.

1105 N. Market St. # 1300

Wilmington, DE 19801

MGRM

Telmex International, Inc.

1105 N. Market St. # 1300

Wilmington, DE 19801

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(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

Javier H. Rosado, Secretary Telmex Int'l Ventures USA, Inc.

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)