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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

"massalia telecom II limited liability company."

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**ARTICLES OF ORGANIZATION OF
MASSALIA TELECOM II LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

Article I - Name

The name of the limited liability company (hereinafter referred to as the "Company") is "MASSALIA TELECOM II Limited Liability Company."

Article II - Address

The mailing address and street address of the principal office of the Company is: 5700 Collins Avenue, Suite 8H, Miami Beach, FL 33140.

Article III - Registered Agent

The name and the Florida street address of the initial registered agent are: Michael Cable, 4000 Hollywood Boulevard, Suite 735 South Tower, Hollywood, FL 33021-6755.

Article IV - Management

The Company is to be managed by Thomas M. Karm, as Manager.

Article V - Limitation on Agency Authority of Members

Pursuant to §608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 18 day of January, 2005.

Thomas M. Karm

Signature of authorized representative

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

Michael P. Gable
Typed or printed name of signee

Statement Accepting Appointment as Registered Agent

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

Michael P. Gable
Signature of Registered Agent

Michael P. Gable
Typed or printed name of signee

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