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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MAS BROADBAND, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Salomon Hazday, Jr.

(Contact Person)

Salomon Hazday, Jr., P.A.

(Firm/Company)

2655 Le Jeune Road, PH-2A

(Address)

Coral Gables, Florida 33134

(City, State and Zip Code)

For further information concerning this matter, please call:

Salomon Hazday, Jr. at (305) 442-8922

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
MAS BROADBAND INC, a Florida corporation
INTO
MAS BROADBAND, LLC, a Florida limited liability company**

This Certificate of conversion and attached Articles of Organization are submitted to convert MAS BROADBAND INC, a Florida corporation, into MAS BROADBAND, LLC, a Florida limited liability company.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

MAS BROADBAND INC

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on January 14, 2005 (Document Number P05000007283)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

MAS BROADBAND, LLC

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed this Certificate of Conversion at Miami, Florida, on August 6, 2007.

TERRANOVA INTERNATIONAL CONSULTING, LLC

By: _____

Hector W. Figallo

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MAS BROADBAND, LLC**

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

ARTICLE I -- NAME

The name of the limited liability company shall be: MAS BROADBAND, LLC

ARTICLE II -- PRINCIPAL ADDRESS

The address of the principal office of the company shall be: 6619 S. Dixie Highway, #313
Miami, Florida 33143

ARTICLE III -- MAILING ADDRESS

The mailing address of the company shall be: P.O. Box 431499
S. Miami, Florida 33243-1499

ARTICLE III -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida shall be:

Hector L. Figallo
7300 SW 67 Court
Miami, Florida 33134

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



Hector L. Figallo

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ARTICLE IV -- MANAGEMENT

This limited liability company shall be managed by one or more managers appointed by the members in accordance with the terms of its Operating Agreement. As such, the company will be manager-managed. The initial managers shall be as follows:

Broadcall Partners LLC
2288 Sunset Drive
Miami Beach, Florida 33104

Optimize Holdings, LLC
8245 NW 36 Street, Suite 3
Miami, Florida 33166

Terranova International Consulting, LLC
7300 SW 67 Court
Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these articles of organization at Miami, Florida, on August 6, 2007.

TERRANOVA INTERNATIONAL CONSULTING, LLC

By: _____

Hector L. Figallo

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TALLAHASSEE, FLORIDA