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SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

54 S.W. Boca Raton Boulevard

Boca Raton, FL 33432-4708

EDWARD B. COHEN
THEODORE GLICKSTEIN
PAUL A. GOLD (RETIRED)
MICHAEL I. KOTLER
ALLAN H. SCHWARTZ
RONALD M. ZAKARIN

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
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AND PENNSYLVANIA

NEW YORK OFFICE
1129 NORTHERN BLVD
MANHATTAN, NEW YORK 10030

BOCA RATON (407) 361-0600
WEST PALM BEACH (407) 844-4090
FT. LAUDERDALE (305) 922-0930
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August 30, 1995

VIA CERTIFIED MAIL RECEIPT #2170 760 386

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

6000001576496
-094/01/95--01073--001
****337.50 ****337.50

RE: KING INTERNATIONAL COMMUNICATIONS, L.C.
ARTICLES OF ORGANIZATION

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization, Certificate Designating Place of Business and Affidavit of Membership and Contributions, for King International Communications, L.C. along with our law firm's check in the amount of \$337.50 in payment of the following costs:

Filing Fee:	\$250.00
Certificate of Designation:	35.00
Certified Copy:	<u>52.50</u>

Total Due: \$337.50

Kindly file the Articles of Organization, Certificate and Affidavit, and return conformed copies to the undersigned.

Very truly yours,

Schwartz, Gold, Cohen, Zakarin & Kotler, P.A.

By: Cheryl R. Clare
Cheryl R. Clare,
Legal Assistant

/crc
Enclosures

KING.INT

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

KING INTERNATIONAL COMMUNICATIONS, L.C.

ARTICLE I

NAME

The name of this corporation is
KING INTERNATIONAL COMMUNICATIONS, L.C.

ARTICLE II

PURPOSE

This limited liability company is organized for the following purposes:

1. To manage telecommunications companies.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

MEMBERS AND MANAGEMENT

This limited liability company shall have the following members:

BRIAN E. KING

5862 N.W. 25th Court
Boca Raton, FL 33496

DANIELLE K. KING

5862 N.W. 25th Court
Boca Raton, FL 33496

The business of the limited liability company shall be managed by the members.

ARTICLE IV

CONTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

BRIAN E. KING	\$ 5,000.00
DANIELLE K. KING	\$ 5,000.00

The members of the limited liability company have agreed to make the following additional contributions, which contributions, if any, shall be made upon the following terms and conditions:

None.

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of all members of the limited liability company.

ARTICLE VI

VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

The votes of the members shall be weighted as follows:

BRIAN E. KING	50%
DANIELLE K. KING	50%

ARTICLE VI

TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue for a period of thirty (30) years.

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

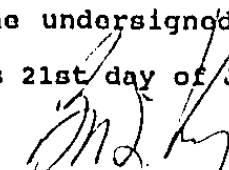
The street address of the initial principal office of this limited liability company is 5862 N.W. 25th Court, Boca Raton, Florida 33496, the initial registered agent of this limited liability company is BRIAN E. KING, with his address at 5862 N.W. 25th Court, Boca Raton Florida 33496. The members may, from time to time, change the street and post office address of the limited liability company as well as the location of its principal office.


ARTICLE IX

AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this 21st day of June, 1995.


BRIAN E. KING



DANIELLE K. KING

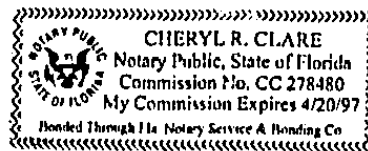
8.9.95

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this ____ day of June, 1995, by BRIAN E. KING, as Member of KING INTERNATIONAL COMMUNICATIONS, L.C., who is personally known to me (or who has produced _____ as identification) and who did take an oath.

(SEAL)


Print name: Cheryl R. Clare
Notary Public, State of Florida



STATE OF Florida)
) ss.
COUNTY OF Palm Beach)

Sworn to and subscribed before me this 9 day of ^{August} June, 1995, by DANIELLE K. KING, as Member of KING INTERNATIONAL COMMUNICATIONS, L.C., who is personally known to me (or who has produced _____ as identification) and who did take an oath.

(SEAL)

Michael Kotler
Print name: Michael Kotler
Notary Public, State of Florida



OFFICIAL SEAL
MICHAEL KOTLER
My Commission Expires
Dec. 8, 1996
Comm. No. CC 245399

KING.INTVART-ORG

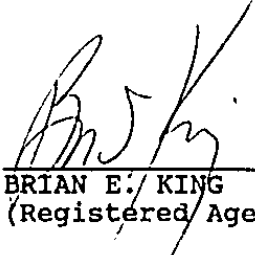
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted, in compliance with said Act:

First--That KING INTERNATIONAL COMMUNICATIONS, L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization in the City of Boca Raton, County of Palm Beach, State of Florida has named BRIAN E. KING, located at 5862 N.W. 25th Court, Boca Raton, Florida 33496, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



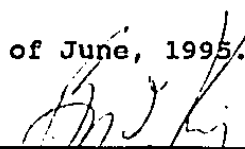
BRIAN E. KING
(Registered Agent)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of KING INTERNATIONAL COMMUNICATIONS, L.C., a Florida Limited Liability Company, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$10,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amounts from 2 and 3 above.

DATED this 21 day of June, 1995.



Signature of a member or authorized
representative of a member.

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

KING\CONTRIB.CRT

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TALLAHASSEE, FLORIDA