

L96000000333

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600001749816
-03/19/96--01131--001
****293.75 ****293.75

SUBJECT: UNITED WORLD TELECOM L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check for :

\$285.00
Filing Fee
& Registered
Agent designation

\$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

\$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

\$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: THIERRY GENOYER
Name (Printed or typed)

733 LAKE SHORE DRIVE
Address

DELRAY BEACH FL 33444
City, State & Zip

(407) 276-7156
Daytime Telephone number

FILED
56 MAR 20 PM 1:40
TALLAHASSEE, FLORIDA

8N MAR 26 1996

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED
MAR 20 PM 1:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

UNITED WORLD TELECOM L.C.

ARTICLE II - Address:

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

UNITED WORLD TELECOM L.C.
733 LAKE SHORE DRIVE
DELRAY BEACH FL 33444

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 YEARS

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

- Mr. THIERRY GENOYER
733 LAKE SHORE DRIVE
DELRAY BEACH FL 33444
USA

- Mr. JEAN-MARC GENOYER
9, RUE DES FLOTS BLEUS
PARC MONVERT, BAT 4A
13007 MARSEILLE
FRANCE

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

THE REMAINING MEMBERS MAY ADMITT ADDITIONAL MEMBERS
UPON THE MAJORITY VOTE OF THE REMAINING MEMBERS CONSENTING
TO THE ADMISSION OF THE ADDITIONAL MEMBER(S).

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 in the limited liability company shall be:

ONLY UPON THE MAJORITY VOTE OF THE REMAINING MEMBERS.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

UNITED WORLD TELECOM L.C.

2. The name and address of the registered agent and office is:

THIERRY GENOYER

(Name)

733 LAKE SHORE DRIVE

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DELRAY BEACH FL 33444

(City/State/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.

Thierry Genoyer
(Signature)

3-18-96

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

UNITED WORLD TELECOM L.C. _____ deposits and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 10,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 90,000
- 5) the total amount of 2, 3, and 4 is \$ 100,000

Thierry Gouye

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.)

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

96 MAR 20 PM 1:41

FILED