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REPLY TO TALLAHASSEE

September 18, 1996

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E. CLINT SHAWLEY
GERALD C. WESTER
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR
J. ANDREW KELLER, III, C.P.A.

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Talstar Communications, L.C.
Formation of Limited Liability Company

Dear Division of Corporations:

Enclosed for filing please find an original and a copy of the Articles of Organization, Affidavit of Membership and Contributions, and a Certificate of Designation of Registered Agent/Registered Office for Talstar Communications, L.C.

Please file these Articles, Affidavit, and Certificate of Designation, stamp the other copies "Filed," and provide a certificate of good standing.

I have enclosed a check in the amount of \$293.75 for the filing and certification fees.

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,

Jessica J. Ferreri
Assistant to Mark E. Kaplan

Enclosures

FILED
SEP 19 PM 12:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SEP 19 1996

RECEIVED
95 SEP 19 PM 12:27
DIVISION OF CORPORATIONS
Via Hand Delivery
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-09/20/96--01061--010
****293.75 ****293.75

Pick-up
2:00

**ARTICLES OF ORGANIZATION
OF
TALSTAR COMMUNICATIONS, L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 - Name

The name of this limited liability company is Talstar Communications, L.C. ("Company").

Article 2 - Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Regulations.

Article 3 - Mailing Address and Street Address

The Company's mailing address is Post Office Box 13909, Tallahassee, Florida 32317-3909. The Company's street address is 3000 Olson Road, Tallahassee, Florida 32308.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is Adam Levinson. The street address of the initial registered agent of the company is 3000 Olson Road, Tallahassee, Florida 32308.

Article 5 - Additional Members

Additional members to the company may be admitted, but only pursuant to the Company's Regulations.

Article 6 - Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 7 - Management of the Company

The management of the Company is reserved to the members. The following persons will initially be the managing members:

Ms. Gisela Huberman
8900 Harvest Square Court
Potomac, Maryland 20854

Mr. Adam Levinson
Post Office Box 13900
Tallahassee, Florida 32317-3909

Mr. Bruce Timm
Post Office Box 14369
Tallahassee, Florida 32317-4369

Article 8 - Regulations

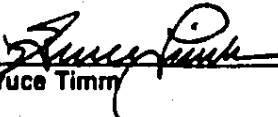
The Members shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 - Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 18 day of September, 1996.


Adam Levinson


Bruce Timm

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
TALSTAR COMMUNICATIONS, L.C.**

The undersigned member or authorized representative of a member deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$300.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$0.00;
and
- 4) the total amount of cash or property anticipated to be contributed by members is \$200,000.00. This total includes amounts from 2 and 3 above.


Adam Levinson

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.

STATE OF FL.
COUNTY OF LEON

The foregoing Affidavit of Membership and Contributions of Talstar Communications, L.C. was subscribed before me this 18 day of September, 1996, by Adam Levinson, who is personally known to me or who has produced a driver's license as identification and who did take an oath.


Notary Public
My Commission Expires:



Tommy High
MY COMMISSION # CC366115 EXPIRES
July 6, 2000
BONDED TITLU TRUY FARM INSURANCE, INC.


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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: Talstar Communications, L.C.
2. The name and address of the registered agent and office is:

Adam Levinson
3000 Olson Road
Tallahassee, Florida 32308

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.


Adam Levinson

9/12/96
Date

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TALLAHASSEE, FLORIDA