

L97000000278



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 283633 4310462

AUTHORIZATION :

COST LIMIT : \$ 337.50

FILED
97 MAR -6 PM 3:58
TALLAHASSEE, FL

ORDER DATE : March 6, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 283633-010

CUSTOMER NO: 4310462

CUSTOMER: Bonnie Callahan, Legal Asst
STUART S. ROSENTHAL, P.A.

Suite 101
555 Southwest 12th Avenue
Pompano Beach, FL 33069

DOMESTIC FILING

NAME: UNICOM COMMUNICATIONS, L.L.C.

FILE SECOND

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
97 MAR -6 AM 10:36
DIVISION OF CORPORATION

K.R. MAR - 6 1997

ARTICLES OF ORGANIZATION OF
UNICOM COMMUNICATIONS, L.L.C.

FILED
97 MAR -6 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be UNICOM COMMUNICATIONS, L.L.C., and its principal office shall be located at 3557 N.W. 53rd Court in the City of Fort Lauderdale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association,

corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth in the Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited

liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

DENNIS PARKER	54%	3557 N.W. 53rd Court Fort Lauderdale, FL 33309
THOMAS SCHULTE	23%	3557 N.W. 53rd Court Fort Lauderdale, FL 33309
SMOKY MOUNTAIN SYSTEMS, INC.*	11½%	359 West Main Street Franklin, NC 28734
CHEROKEE LONG DISTANCE, INC.*	11½%	Hwy 19, Frontier Shopping Center Cherokee, NC 28719

* by and through its President Charles D'Ascoli

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members or as may be specified in a member's agreement to be adopted by the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The foregoing restrictions in Article V may be modified by the regulations and all unanimous agreements of the members of the L.L.C.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the limited liability company by the members as follows:

DENNIS PARKER	-	local exchange carrier license; Agreements and contacts
THOMAS SCHULTE	-	\$100,000
SMOKY MOUNTAIN SYSTEMS, INC.	-	\$ 50,000
CHEROKEE LONG DISTANCE, INC.	-	\$ 50,000

Additional contributions, other than the commitments of Schulte and Smoky Mountain Systems, Inc. and Cherokee Long Distance, Inc. set forth in an agreement of the Members, will be made as required for the company's purposes, as determined by unanimous consent of the members, except as may be modified by the regulations or agreements adopted by all the members.

**ARTICLE VII
PROFITS AND LOSSES**

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The members shall be entitled to a distributive share of the profits as follows:

DENNIS PARKER	33⅓%
THOMAS SCHULTE	33⅓%
SMOKY MOUNTAIN SYSTEMS, INC.	16⅔%
CHEROKEE LONG DISTANCE, INC.	16⅔%

The distributive share of the profits shall be determined by the members and paid to the members periodically.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members, except as may be required in a Member's Agreement.

**ARTICLE VIII
DURATION**

This limited liability company shall exist until a date not exceeding 30 years from the date of filing with the Department of State of Florida, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 555 S.W. 12th Avenue, Suite 101, City of Pompano Beach, County of Broward, State of Florida, and the name of the companies initial registered agent at such address is STUART S. ROSENTHAL, ESQ.

The undersigned, being the original members of the limited liability company, certify that the foregoing constitutes the proposed Articles of Organization of UNICOM COMMUNICATIONS, L.L.C.

Executed by the undersigned at FL : NC on March 3, 1997.

Dennis Parker
DENNIS PARKER

Thomas Schulte
THOMAS SCHULTE

SMOKY MOUNTAIN SYSTEMS, INC.
a North Carolina corporation

CHEROKEE LONG DISTANCE, INC.,
a North Carolina corporation

BY: Charles D'Ascoli
CHARLES D'ASCOLI, President

BY: Charles D'Ascoli
CHARLES D'ASCOLI, VPresident

ATTEST: Mark A. [Signature]

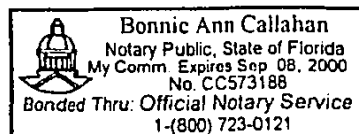
ATTEST: Mark A. [Signature]

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
28 day of February, 1997 by DENNIS PARKER, who is personally
known to me or who has produced FL Drivers license
as identification.

Bonnie Ann Callahan

Typed printed or stamped name of NOTARY
Commission # _____

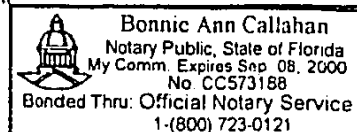


STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
28 day of February, 1997 by THOMAS SCHULTE, who is personally
known to me or who has produced FL Drivers license
as identification.

Bonnie Ann Callahan

Typed printed or stamped name of NOTARY
Commission # _____



STATE OF North Carolina)
) §
COUNTY OF Macon)

The foregoing instrument was acknowledged before me this 3rd
day of March, 1997 by CHARLES D'ASCOLI, President, and
Marta D'Ascoli, Secretary, of SMOKY MOUNTAIN SYSTEMS, INC.
corporation or on behalf of the corporation. Charles D'Ascoli and
Marta D'Ascoli are personally known to me or who have produced _____
as identification.

Lynn Scott

Typed printed or stamped name of NOTARY
COMMISSION # _____

My Commission Expires November 15, 2000

STATE OF North Carolina)
COUNTY OF Macon) S

The foregoing instrument was acknowledged before me this 3rd
day of March, 1997 by CHARLES D'ASCOLI, President, and
Maile D'Ascoli, Secretary, of CHEROKEE LONG DISTANCE, INC.
corporation or on behalf of the corporation. Charles D'Ascoli and
Maile D'Ascoli are personally known to me or who have produced _____
as identification.

Lynn Scott

Typed printed or stamped name of NOTARY
COMMISSION # _____

My Commission Expires November 15, 2000

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of UNICOM COMMUNICATIONS, L.L.C., 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 \$200,000.
3. If any, the agreed value of property other than cash contributed by members is N/A. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is \$200,000. This total includes amounts from 2 and 3 above.

Dennis Parker
DENNIS PARKER

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.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

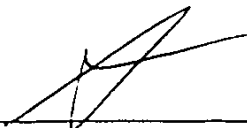
Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is UNICOM COMMUNICATIONS, L.L.C.

The name of the registered agent for UNICOM COMMUNICATIONS, L.L.C. is STUART S. ROSENTHAL, ESQ. and the street address of the company's principal office where the agent is located is 555 S.W. 12th Avenue, Suite 101, Pompano Beach, FL 33064-3505.

This statement is to acknowledge that, as indicated above, UNICOM COMMUNICATIONS, L.L.C. has appointed me, STUART S. ROSENTHAL, ESQ., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: 3/5/97.


STUART S. ROSENTHAL, ESQ.

STATE OF FLORIDA)
) S
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5 day of March, 1997 by STUART S. ROSENTHAL, ESQ., who is personally known to me and who did take an oath.

Bonnie Ann Callahan
NOTARY PUBLIC, STATE OF FLORIDA

