



THE UNITED STATES
CORPORATION
COMPANY

L97000000346

ACCOUNT NO. : 072100000032

REFERENCE : 302661 4805939

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 192.50 337.50

per Karen Rogers

ORDER DATE : March 21, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 302661-005

CUSTOMER NO: 4805939

400002120304--3

CUSTOMER: Gary W. Huston, Esq
BEGGS & LANE

P. O. Box 12950

Pensacola, FL 32501

DOMESTIC FILING

NAME: DOTSTAR COMMUNICATIONS L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

K.R. MAR 24 1997

FILED
97 MAR 21 PM 12:57
FBI - PENSACOLA

**Articles of Organization
of
dotSTAR Communications L.C.**

97 FILED
MAR 21 PM 12:57
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

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

ARTICLE II (DURATION)

The Company shall exist for a period of forty (40) years, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

ARTICLE III (PURPOSE)

The Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists or may hereafter be amended.

ARTICLE IV (PRINCIPAL OFFICE)

The street address and mailing of the Company's principal office shall be 6706 North Ninth Avenue, Suite C-6, Pensacola, FL 32504. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine. The name of the initial registered agent of the Company shall be James J. Crongeyer and the street address of the registered agent is 700 Blount Building, 3 West Garden Street, Pensacola, Florida 33501.

ARTICLE V (MANAGEMENT)

The Company will be managed by one or more managers. Until the first annual meeting of members or until the initial manager's successor is elected and qualified, the manager's name and address are:

Mr. Nathan Blanche
Rua Estados Unidos, 498
01427-000 São Paulo SP Brasil

ARTICLE VI (MEMBERS)

The names and address of the initial members are as follows:

Mr. Carlos Eduardo Tavares de Andrade Jr.
Rua Charles Spencer Chaplin, 85/Apt. 82
Morumbi, São Paulo SP Brasil 05642-010

Mr. Nathan Blanche
Rua Estados Unidos, 498
01427-000 São Paulo Brasil

Additional members may be admitted, at such times and such terms and conditions as set forth in the Operating Agreement of the Company.

ARTICLE VII (CONTINUATION)

The remaining members of the Company may, in accordance with the Operating Agreement of the Company, continue the business of the Company in the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event terminating membership in the Company.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization on this 10th day of March, 1997.


Nathan Blanche

STATE OF BRASIL
COUNTY OF RIO DE JANEIRO

The foregoing instrument was acknowledged before me this 10th day of March, 1997, by Nathan Blanche, who did not take an oath and who:

_____ produced Brazilian
passport CH 486325 as identification.


Notary Public

(Notary Seal Must be Affixed)

Edwin L. Boffol

Consul of the United States of America

Name of Notary ~~Printed~~

My Commission Expires: Indefinite

Commission Number: N/A

REPUBLIC OF BRAZIL
STATE OF RIO DE JANEIRO
CITY OF RIO DE JANEIRO
CONDOMINIO BOM DIA DO SOL
UNITED STATES OF AMERICA

FEDERATIVE
REPUBLIC OF BRAZIL
STATE OF RIO DE JANEIRO
CITY OF RIO DE JANEIRO
CONSULATE GENERAL OF THE
UNITED STATES OF AMERICA

AFFIDAVIT

STATE OF BRASIL

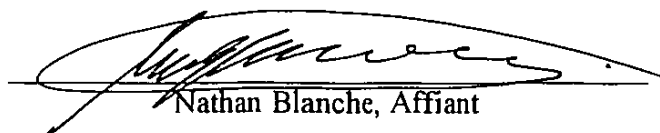
COUNTY OF RIO DE JANEIRO

On this day personally appeared before me, an officer duly authorized to administer oaths, Nathan Blanche ("Affiant"), who being the first duly sworn by me, states as follows:

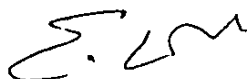
As required by Florida Statutes section 608.407(2), Affiant hereby declares under penalty of perjury, to the best of his knowledge and belief, that dotSTAR Communications L.C. has at least two (2) members and that the amount of cash and the description and agreed value of property other than cash contributed or to be contributed by the members is as follows:

Amount of Cash: US\$ 60,000.00

AFFIANT SAYS NOTHING FURTHER


Nathan Blanche, Affiant

Subscribed and sworn to before me,
Edwin L. Boffel
Consul of the United States of America at Rio
de Janeiro, say to me that and certify this
10th day of March, 1997



Edwin L. Boffel
Consul of the United States of America

FILED
97 MAR 21 PM 12:57
TALLAHASSEE, FLORIDA

Certificate of Acknowledgment of Execution of an Instrument

FEDERATIVE REPUBLIC OF BRAZIL,
STATE OF RIO DE JANEIRO
CITY OF RIO DE JANEIRO,
CONSULATE GENERAL OF THE UNITED
STATES OF AMERICA.

} ss:

I, **Edwin L. Baffol** Consul of the United States of America
at Rio de Janeiro, State of Rio de Janeiro, Federative Republic of Brazil, duly commissioned
and qualified, do hereby certify that on this 10th day of ... March, ... 1997
before me personally appeared ... **Nathan Blanche** - - - - -
.....
.....

~~known personally known~~ and known to me to be the individual... described in, whose name is
subscribed to, and who executed the annexed instrument, and being informed by me of the
contents of said instrument.... he.. duly acknowledged to me that.. he.. executed the same
freely and voluntarily for the uses and purposes therein mentioned.

In witness whereof I have hereunto set my hand and official
seal the day and year last above written.

(SEAL)


Edwin L. Baffol
Consul of the United States of America.

SEAL
TALLAHASSEE
FLORIDA

97 MAR 21 PM 12:57

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted: That dotSTAR Communications L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6706 North Ninth Avenue, Suite C-6, Pensacola, Florida 32504, has named James J. Crongeyer, whose business address is 700 Blount Building, 3 West Garden Street, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

dotSTAR Communications L.C.

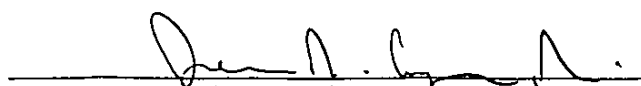
By: 

Nathan Blanche
As its Member

ACCEPTANCE

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 am familiar with and accept the obligations of my position as registered agent and I agree to act in that position. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

March 10th, 1997


James J. Crongeyer

FILED
MAR 21 1997
TALLAHASSEE, FLORIDA

97 MAR 21 PM 12:57

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