

L97000000912

SAVAGE, KRIM & SIMONS, P.A.

97 AUG 18 AM 9:59

CHARLES A. SAVAGE (1898-1994)
FRED J. KRIM
GARY C. SIMONS
TIMOTHY S. BABIARZ
TIMOTHY A. FISCHER

121 NW THIRD STREET
OCALA, FLORIDA 34475-6695
(352) 732-8944
FAX (352) 867-0504

SECRETARY OF COUNSEL
TALLAHASSEE, FLORIDA
RICHARD T. JONES

August 15, 1997

Secretary of State,
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Satellite International Telecom, L.C.

800002269548--2
-08/18/97--01068--004
****337.50 ****337.50

Gentlemen:

Enclosed for filing is an original and one copy of the following:


1. Articles of Organization
2. Affidavit of Membership and Contributions
3. Acceptance of Registered Agent.

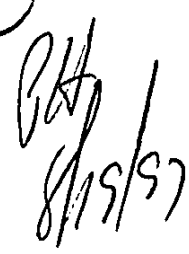
I enclose my firm's check in the sum of \$337.50 in payment for the following fees:

1. \$250.00 filing fee for Articles of Organization and Affidavit of Membership and Contributions
2. \$35.00 filing fee for Certificate of Designation of Registered Agent
3. \$52.50 for certified copies of Articles of Organization and Affidavit.

Please accept the above instruments for filing with the Secretary of State and furnish me with a certified copy of the Articles of Organization and Affidavit of Membership and Contributions.

Sincerely yours,


GARY C. SIMONS
For the Firm



GCS:md
Enclosures
md-D:\MD\2\Satellite\Secy-State.8-15-97

**ARTICLES OF ORGANIZATION
OF
SATELLITE INTERNATIONAL TELECOM, L.C.
a Florida limited liability company**

FILED
97 AUG 18 AM 9:59
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, *Florida Statutes* § 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SATELLITE INTERNATIONAL TELECOM, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing and street address of the principal office of the company shall be 2100 SE 17th Street, Suite 802, Ocala, Florida 34471.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate no later than 2025, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and registered office of the Company in the state of Florida is GARY C. SIMONS, 121 NW Third Street, Ocala, Florida 34475.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company unless the business of the Company is continued by the consent of all remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

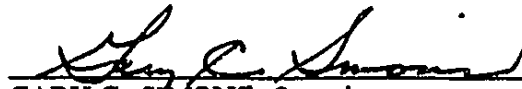
The Company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is JOHN MC LEOD, 2508 SE 37th Street, Ocala, Florida 34471.

ARTICLE X - MEMBERS

The members of the Company and their address are:

JOHN R. MC LEOD, 2508 SE 37th Street, Ocala, Florida 34471
SIDNEY DOSH, JR., 252 NE Second Court, Crystal River, Florida 34429
PO Box 1290, Crystal River, Florida 34423.

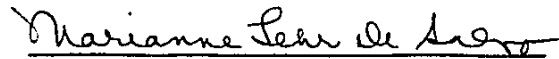
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ocala, Florida, on this 15th day of August, 1997.


GARY C. SIMONS, Organizer
Authorized Representative of the Members

STATE OF FLORIDA

COUNTY OF MARION

The foregoing instrument was acknowledged before me this 15th day of August, 1997, by GARY C. SIMONS, who is personally known to me, as organizer and authorized representative of the members.


Notary Public, State of Florida

MARIANNE LEHR DE SALVO
NOTARY PUBLIC - State of Florida
Commission Expires October 23, 1998
Commission No. CC 411558

md-D:\MD\2\Satellite\Articles of Organization

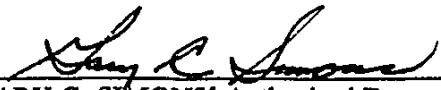
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SATELLITE INTERNATIONAL TELECOM, L.C. deposes and says:

1. The above-named liability company has at least two members.
2. The total amount of cash contributed by the members is \$318,000
3. If any, the agreed value of property other than cash contributed by a member is \$ 57,000

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 members is \$375,000.


GARY C. SIMONS; Authorized Representative of the Members, JOHN R. MC LEOD and SIDNEY DOSH, JR.

STATE OF FLORIDA

COUNTY OF MARION

Sworn to before me this 15th day of August, 1997, by GARY C. SIMONS, who is personally known to me.


Notary Public, State of Florida

MARIANNE LEHR DE SALVO
NOTARY PUBLIC - State of Florida
Commission Expires October 23, 1998
Commission No. CC 411868

**SCHEDULE OF PROPERTY AND CASH CONTRIBUTIONS
SATELLITE INTERNATIONAL TELECOM, LC**

<u>Description</u>	<u>John McLeod Contribution</u>	<u>Sidney Dosh, Jr. Contribution</u>
Cash	\$ 159,000	\$ 159,000
Furniture:	3,500	3,500
Executive Desks (1)		
Secretarial Desks (7)		
Executive Chairs (3)		
Secretarial Chairs (7)		
Misc. Tables		
Shelving		
Privacy Cubicles (12)		
Computer Hardware:	21,000	21,000
HP Printers (3)		
Epson Color Printer (1)		
Pentium PC Systems (6)		
AST Computer Mini-mainframe (1)		
Hub and Ethernet Assemblies		
Wiring		
Phone System:	4,000	4,000
Panasonic Prostar 824 Key System		
Total Contribution per Member	\$ 187,500	\$ 187,500

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

FILED

97 AUG 18 AM 9:50

TALLAHASSEE, FLORIDA

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 agent/registered office in the state of Florida.

1. The name of the limited liability company is SATELLITE INTERNATIONAL TELECOM, L.C.
2. The name and address of the registered agent and office is

GARY C. SIMONS
121 NW Third Street
Ocala, Florida 34475.

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.

Dated this 15th day of August, 1997.


GARY C. SIMONS