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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: GLOBAL TEL NET, L.C.

AUDIT NUMBER.....H97000019020

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
633 SOUTH ANDREWS AVENUE, 3RD FLOOR
FORT LAUDERDALE, FL 33062

SUBJECT: GLOBAL TEL NET, L.C.
REF: W97000025847

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H97000019020
Letter Number: 497A00054884

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AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF BROWARD)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I am the Sole Incorporator and Initial Director and Officer of GLOBAL TEL NET, INC. which was incorporated on October 15, 1997.

I FURTHER CERTIFY that on October 17, 1997 I dissolved GLOBAL TEL NET, INC.

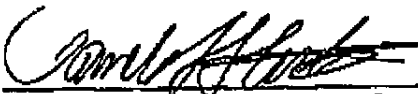
I FURTHER CERTIFY that I will not and have no intention of revoking this dissolution and authorize you to release the name for another entity.

Signed, sealed, and delivered in the presence of:

Dated:

11/17/97

Signature:

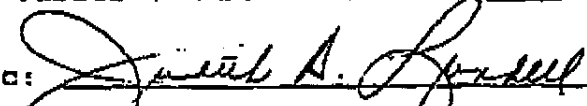


TAMELA J. STULTS, Sole
 Incorporator and Director

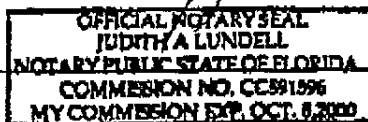
ACKNOWLEDGED before me on November 17th, 1997 by TAMELA J. STULTS, ESQUIRE who personally appeared and is personally known by me to be the person described herein and who did take an oath.

Sworn to and subscribed before me this 17th day of November, 1997.

Notary Public:



My Commission Expires:



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(7)

ARTICLES OF ORGANIZATION
OF
GLOBAL TEL NET, L.C.

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

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FLORIDA

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ARTICLE I - NAME

The name of the limited liability company shall be GLOBAL TEL NET, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 2727 East Oakland Park Blvd., Suite 304, Fort Lauderdale, Florida 33306.

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 not later than September 30, 2027.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is TAMELA J. STULTS, ESQUIRE, 633 South Andrews Avenue, Third Floor, Litigation Building, Fort Lauderdale, Florida, 33301.

Prepared by: TAMELA J. STULTS, ESQUIRE FL. Bar #0834572, MASSA & STULTS, The Litigation Building, 633 South Andrews Avenue, Third Floor, Fort Lauderdale, Florida 33062 (954)525-1700

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ARTICLE V -CAPITAL CONTRIBUTION

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

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ILLINOIS
SPRINGFIELD, ILLINOIS 62201

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ARTICLE VI -ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company on the unanimous consent of all the 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 the 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, insanity, bankruptcy, retirement, resignation, expulsion 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 the remaining members, provided there are at least two remaining members.

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ARTICLE IX -MANAGEMENT

The company shall be managed by the members in accordance with 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 names and address of the members of the company are:

NAME	ADDRESS
NICHOLAS GAGLIONE	2727 E. Oakland Park Blvd. #304, Fort Lauderdale, Florida 33306
ROCCO JACOBACCI	2727 E. Oakland Park Blvd. #304, Fort Lauderdale, Florida 33306
JERRY TAYLOR	6278 N. Federal Hwy. #140, Fort Lauderdale, Florida 33308
HUGH DUNCAN	6278 N. Federal Hwy. #140, Fort Lauderdale, Florida 33308

ARTICLE X - PURPOSE

The purpose for which the Limited Liability Company is organized is to transact all lawful business for which Companies may be organized under the Limited Liability Company Act of the State of Florida.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fort Lauderdale, Florida, on this 17 day of October, 1997.


NICHOLAS S. GAGLIONE, Organizer

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SECRETARY OF STATE
FORT LAUDERDALE, FLORIDA

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STATE OF FLORIDA)

COUNTY OF BROWARD)

Sworn to and subscribed before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, by NICHOLAS S. GAGLIONE who personally appeared and is personally known by me to be the person, and who has taken an oath, and executed these Articles of Organization, this 17 day of October, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 of October, 1997.

NOTARY PUBLIC

Sign:

Print:





Tamela J. Stuts
My Commission CC848305
Expires May 19, 2001

State of Florida at Large
My Commission Expires:

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GLOBAL TEL NET, 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 \$10,000.00 (Ten Thousand Dollars).
3. If any, the agreed value of property other than cash contributed by members is \$0 (Zero). 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 \$10,000.00 (Ten Thousand Dollars). This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: October 17, 1997.

NICHOLAS S. GAGLIONE, Managing Member

STATE OF FLORIDA)

COUNTY OF BROWARD)

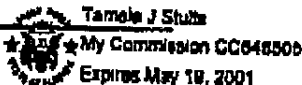
Sworn to and Subscribed before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, by NICHOLAS S. GAGLIONE who personally appeared and is personally known by me to be the person, who did take an oath, who executed this Affidavit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 of October, 1997.

NOTARY PUBLIC

Sign:

Print:



State of Florida at Large
My Commission Expires:

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of GLOBAL TEL NET, INC., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



TAMELA J. STULTS, ESQUIRE
Florida Bar #0834572
Registered Agent

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TALLAHASSEE, FLORIDA

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