



THE UNITED STATES
CORPORATION
COMPANY

L98000000343

ACCOUNT NO. : 072100000032

REFERENCE : 747020 5021572

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 285.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 19 PM 12:46

ORDER DATE : March 19, 1998

ORDER TIME : 9:54 AM

ORDER NO. : 747020-010

CUSTOMER NO: 5021572

CUSTOMER: Ms. Suzan A. Abramson, P.a.
GROCOCK LOFTIS & ABRAMSON

Suite 200
126 East Jefferson Street
Orlando, FL 32801

000002462010--6

DOMESTIC FILING

NAME: FRIENDS OF IVDS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

hpk
3/19/98

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ARTICLES OF ORGANIZATION

OF

FRIENDS OF IVDS, L.L.C.

ARTICLES OF ORGANIZATION OF FRIENDS OF IVDS, L.L.C.

ARTICLE I

Name

The name of the limited liability company ("Company") is Friends of IVDS, L.L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 1245 West Fairbanks Avenue, Suite 380, Winter Park, Florida 32789.

ARTICLE III

Duration

The period of duration for the Company is thirty-nine (39) years, beginning on March 16, 1998, unless further extended pursuant to the provisions of these articles.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is Richard L. Vega, Sr. The address for Company's registered office in Florida is 1245 West Fairbanks Avenue, Suite 380, Winter Park, Florida 32789.

ARTICLE V

Management

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows: Richard L. Vega, Sr., 1245 West Fairbanks Avenue, Suite 380, Winter Park, Florida 32789.

ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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ARTICLE VII

Continuation of Business

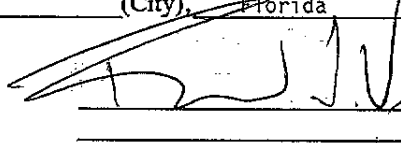
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VIII

Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VII.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 11th day of March, 1998 at Winter Park (City), Florida (State).


[signature]
[print name]

[signature]
[print name]

[signature]
[print name]

[signature]
[print name]

[signature]
[print name]

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FRIENDS OF IVDS, L.L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Friends of IVDS, L.L.C. deposits
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 \$ 840,000.
3. The agreed value of property other than cash contributed by members is \$ 1.00
description of the property is attached and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by members is \$ 3,000,000
This total includes amounts from 2. and 3. above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


[signature]

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FRIENDS OF IVDS, L.L.C.

Description of Property

Federal Communications Commission authorizations to construct and operate Interactive
Video and Data Service Systems in -

IVM032B	-	Hartford, Connecticut
IVM055B	-	Worcester, Massachusetts
IVM063B	-	Springfield, Massachusetts
IVM110B	-	Huntington, West Virginia
IVM193A	-	Benton Harbor, Michigan
IVM207A	-	Jackson, Michigan
IVM261B	-	Albany, Georgia

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

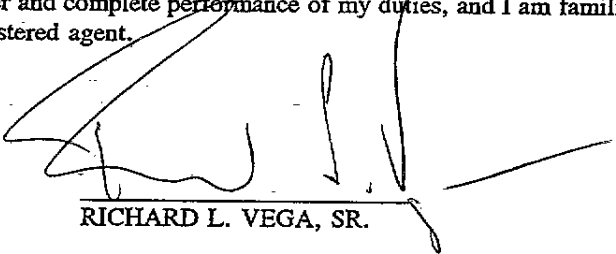
FRIENDS OF IVDS, L.L.C.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, 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 Friends of IVDS, L.L.C..
2. The name and address of the registered agent and office is: Richard L. Vega, Sr., 1245 West Fairbanks Avenue, Suite 380, Winter Park, Florida 32789. Having been named as registered agent and to accept service of process for the above-named 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: March 11, 1998


RICHARD L. VEGA, SR.

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