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PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: T.D. TELECOMM, L.L.C.
AUDIT NUMBER.....H98000013306
DOC TYPE.....LIMITED LIABILITY COMPANY
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ARTICLES OF ORGANIZATION

FOR

T.D. TELECOMM, L.L.C.

ARTICLE I

NAME

The name of the limited liability company ("Company") is T.D. Telecomm, L.L.C.

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

ARTICLE III

DURATION

The period of duration for the Company is thirty (30) years or until dissolved pursuant to the Company's regulations; beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Steven A. Sciarretta. The address of the Company's registered office in Florida is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

This instrument was prepared by:
South Florida Tax
Post Office Box 320436
Hollywood, FL 33022-0436
Tel (954) 925-2588

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ARTICLE V

MANAGEMENT

The Company is to be managed by the members. The initial managing member is identified as follows:

Steven A. Sciarretta, an individual with a street address of 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431.

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.

ARTICLE VII

CONTINUATION OF BUSINESS

The remaining members of the company may not 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 unless there is unanimous written consent by the remaining members to do so.

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 V herein as amended from time to time either in this Articles of Organization, the Regulations or Members Agreement only by unanimous written consent.

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IN WITNESS WHEREOF, we have executed these Articles of
Organization on this 15th day of July, 1998 at Fort Lauderdale,
Florida.


Steven A. Sclafarretta

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is T.D.
Telecomm, LLC.

The name and address of the registered agent and office is:
Steven A. Sciarretta, 2300 Glades Road, Suite 302E, Boca Raton,
Florida 33431.

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: July 15, 1998


Steven A. Sciarretta
2300 Glades Road, Suite 302E
Boca Raton, FL 33431

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

The undersigned member of T.D. Telecomm, LLC, deposes and says:

1. The above named limited liability company has at least one member.

2. The total amount of cash contributed by the members is \$1,000.00.

3. The agreed value of property other than cash contributed by members is \$none. A 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 \$1,000.00. 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 herein are true.


Steven A. Sciarretta

The foregoing instrument was acknowledged before me this 15th day of July, 1998 by Steven A. Sciarretta ~~who is known to me or who has produced~~ as identification and who has taken an oath.


Notary Public

My commission expires:



SCOTT E. ITKIN
My Commission OC507338
Expires Nov. 01, 1999

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