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BRANSUR ACQUISITION LLC

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**ARTICLES OF ORGANIZATION
OF
BRANSUR ACQUISITION LLC**

Under Section 608.407 of the Florida Limited Liability Company Act.


The undersigned, being a duly organized limited partnership under the laws of the State of Delaware and acting as the organizer and sole initial member (the "Managing Member") of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is Bransur Acquisition LLC.

SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is Suite 112, 440 Sawgrass Corporate Parkway, Sunrise, Florida 33325.

FOURTH: The name and address of the Registered Agent for service of process is Gregory J. Koutoulas, Suite 112, 440 Sawgrass Corporate Parkway, Sunrise, Florida 33325, who has signed below to acknowledge that he is familiar with and accepts the obligations of that position.


(Signature of Registered Agent)

FIFTH: One or more additional members may be admitted to the Company with the prior written consent of the current members.

SIXTH: If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of a member of the Company, the remaining members of the Company may, by unanimous written consent, continue the business of the Company.

SEVENTH: The Company is to be managed by its Managing Member. The Managing Member of the Company is Ursus Telecom Corporation, a Florida corporation, whose address is Suite 112, 440 Sawgrass Corporate Parkway, Sunrise, Florida 33325. The Managing Member will have sole, exclusive and complete discretion in the management and control of the business of the Company and will make all decisions affecting its business, including, but not limited to, spending the Company's funds, acquiring assets, incurring debt on behalf of the Company for

PREPARED BY:
Seth P. Joseph, Esq.
Florida Bar No. 0286656
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2383
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borrowed money or otherwise, and the mortgaging or pledging of Company assets for the repayment of such debt.

The Managing Member will have full power and authority to execute and deliver in the name of and on behalf of the Company such documents or instruments as the Managing Member deems appropriate for the conduct of the Company's business in accordance with this Agreement. No person, firm or corporation dealing with the Company will be required to inquire into the authority of the Managing Member to take any action or make any decision.

IN WITNESS WHEREOF, I have subscribed these Articles and do hereby affirm the foregoing as true under the penalties of perjury, this 7th day of August, 1998.

URSUS TELECOM CORPORATION, a Florida corporation

By: 
Steven R. L. S. , Vice President

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AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the Vice President of Ursus Telecom Corporation, a Florida corporation that is the managing member of Bransur Acquisition LLC, a Florida limited liability company, hereinafter referred to as the "Company," who upon being sworn, certified that: (i) the Company has at least one member; (ii) no non-cash property has been contributed to the Company by any member; (iii) the amount of cash heretofore contributed by the members of the Company is \$60,000; and (iv) no additional cash or non-cash contributions by the members are anticipated hereafter, other than the contribution of an account receivable in the amount of \$73,000 owed to the managing member by Bransur S.A.

Dated: August 6, 1998

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MANAGING MEMBER:

URSUS TELECOM CORPORATION, a Florida corporation

By: 
Steven Rehs, Vice President

PREPARED BY:
Seth P. Joseph, Esq.
Florida Bar No. 0286656
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STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Steven Relis, who is known to me and known by me to be the person who executed the foregoing Affidavit of Membership and Capital Contributions to Bransur Acquisition LLC (the "Company"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as Vice President of Ursus Telecom Corporation and that said corporation serves as the managing member of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of August, 1998.



GREGORY J. KOUTOULAS
My Commission CC628852
Expires Feb. 01, 2000



Notary Public, State of Florida

My commission expires: 02-01-2000

Personally Known:

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