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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GATELINE, L.C.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 30, 1998

FRANK J. SEGREGO, ESQUIRE
901 PONCE DE LEON BLVD., SUITE 601
CORAL GABLES, FL 33134

SUBJECT: GATELINE, L.C.
REF: W98000026712

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.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000022248
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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
OF
GATELINE, L.C.**

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The undersigned files these Articles of Incorporation in order to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Limited Liability Company is: **GATELINE, L.C.**

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

**15553 68th COURT NORTH
LOXAHATCHEE, FLORIDA 33470**

ARTICLE III. NATURE OF BUSINESS

This Limited Liability Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to providing long distance tele-communications switching services to long distance telephone carriers.

ARTICLE IV. TERM OF EXISTENCE

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE V. MANAGERS

This Limited Liability Company shall have two (2) managers. The name and street address of the initial managers who shall hold office for the first year of the company, or until their successors are elected or appointed are:

**CARLOS CASTILLA
15553 68th COURT NORTH
LOXAHATCHEE, FLORIDA 33470**

Prepared by: Frank J. Segredo, Esquire
Frank J. Segredo, P.A.
901 Ponce de Leon Blvd., Suite 601
CORAL GABLES, FLORIDA 33134
Tel. (305)444-1741/Fax (305)444-7637
Fl. Bar No. 358010

+198000022248

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ANTONIO BRITO
6175 N.W. 167th STREET
SUITE G-34
MIAMI, FLORIDA 33015

Said managers shall operate the company on a day to day basis, and are granted all powers under Chapter 608, Florida Statutes (1991), as amended.

ARTICLE VI. INITIAL CONTRIBUTIONS

This Limited Liability Company shall have an initial contribution of capital of One Thousand Dollars and 00/100 (\$1,000.00) in cash. The net profits of the Limited Liability Company shall be paid fifty percent (50%) to ATLANTIC GATEWAY TELECOM, INC., a Nevada Corporation and fifty percent (50%) to 3BM, INC., a Nevada Corporation.

ARTICLE VII. ADDITIONAL CONTRIBUTIONS

All members may be required to make additional contributions if, the managers of the company find that the company requires additional capital in order to operate the company or to preserve its assets.

ARTICLE VIII. ADMISSION OF NEW MEMBERS

New members may be admitted only on written approval of each and every member of the company (unanimous consent).

ARTICLE IX. MEMBERS

ATLANTIC GATEWAY TELECOM, INC.,
a Nevada Corporation
15553 68th COURT NORTH
LOXAHATCHEE, FLORIDA 33470

3BM, INC.,
a Nevada Corporation
6175 N.W. 167th STREET
SUITE G-34
MIAMI, FLORIDA 33015

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ARTICLE X. RIGHT OF CONTINUANCE

The members are hereby granted the right to continue the operation of the company in the event that one or more of its members dies, retires, resigns, is expelled, becomes bankrupt, the dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the company.

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ARTICLE XI. POWERS

The managers are hereby granted all powers consistent with Chapter 608, Florida Statutes, as amended. In addition, they are granted all powers that would be given to a president of a corporation, except that to convey real property both managers must join in conveyance.

IN WITNESS WHEREOF, the undersigned, **CARLOS CASTILLA**, as President of **ATLANTIC GATEWAY TELECOM**, a Nevada Corporation and **ANTONIO BRITO**, as President of **3BM, INC.**, a Nevada Corporation, do hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 27th day of October, 1998.

ATLANTIC GATEWAY TELECOM,
a Nevada Corporation



CARLOS CASTILLA, President

3BM, INC.,
a Nevada Corporation



ANTONIO BRITO, President

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of October, 1998, by **CARLOS CASTILLA**, as President of **ATLANTIC GATEWAY TELECOM, INC.**, a Nevada Corporation, who is personally known to me.




Notary Public, State of Florida
FRANK J. SERRANO
COMMISSION # CC 482533
EXPIRES JUL 10, 1999
TALLAHASSEE, FLORIDA
ALLIANCE BANKING CO., INC.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of October, 1998, by **ANTONIO BRITO**, as President of **3BM, INC.**, a Nevada Corporation, who is personally known to me.



Notary Public, State of Florida
FRANK J. SERRANO
COMMISSION # CC 482533
EXPIRES JUL 10, 1999
TALLAHASSEE, FLORIDA
ALLIANCE BANKING CO., INC.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

- 1) The above named limited liability company has two (2) members.
- 2) The total amount of cash contributed by the member(s) is \$190,000.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ 200,000.00. 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 member(s) is \$390,000.00. This total includes amounts from 2 and 3 above.

ATLANTIC GATEWAY TELECOM, INC.
a Florida Corporation


CARLOS CASTILLA, Member

3BM, INC.,
a Nevada Corporation

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ANTONIO BRITO, Member

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

Subscribed and sworn to before this 27th day of October, 1998.


Notary Public, State of Florida



FRANK J. SECREDO
COMMISSION # CC 463638
EXPIRES JUL 18, 1999
TALLAHASSEE, FLORIDA
ATLANTIC GATEWAY TELECOM, INC.

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MICROSOFT NT COMMUNICATIONS WORKSTATION

- 1 Voiceware Systems Certified Chassis - Pentium 200mhz
Computer on a Card with Video on Board, 64mb RAM,
19-inch Rack Chassis and Chassis Rails, 20 Slot Passive
Back Plane, 14" VGA Color Monitor, 101 Keyboard,
3.5" Black Floppy Drive, Dual 300 Watt Power Supplies,
2gb Hard Drive, and CD ROM
- 3 24 Port Voice/T1 Interface Cards
- 3 24 Port T1 Interface Cards
- 1 4 Port DID Interface Box with 4 Port Voice Card
- 1 Voiceware Systems Software Licensing for 6-T1s
- 1 Modem 33.6kbps baud Internal
- 1 Remote Control Software for Remote System Maintenance
- 1 Voiceware Systems Call Back and Prepaid Calling Card Software
- 1 Voiceware Systems Billing Software
- 2 Days of Telephone Training (billing software)

*****Tape Backup Equipment*****

- 1 4 Gigabyte (without compression) Tape Backup Unit
- 10 4 Gigabyte Tapes
- 1 Tape Drive Controller
- 1 Tape Backup Software for Windows
- 2 Hours of pre-installation and testing

*****Miscellaneous Network Equipment*****

- 1 Microsoft-NT Single User License
- 1 Custom NT Configuration
- 1 Network Card
- 1 Serial Mouse
- 1 Cable and Connector Kit
- 1 2000 Watt UPS Battery Backup Unit
- 3 8 Hour Days of On-site Installation
- 2 Days of Travel Time
- 1 Day of Training

*****Upgrade to Rack Mounted Equipment*****

- 1 Rack Mount for Monitor
- 1 Rack Mount for Keyboard
- 1 19" Base Cabinet
- 3 Expansion Cabinets
- 4 6U Fillers
- 1 1U Filler
- 1 Shipping and Insurance

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*****Travel and Expenses*****

- 1 Airline Ticket
- 5 Days of Meals
- 5 Nights of Hotel Lodging
- 5 Days of Ground Transportation
- 1 Shipping and Insurance FedEx Economy)

Optional Items

*****2-T1 Upgrade (T1s #7-B)*****

- 1 24 Port Voice/Interface Card
 - 1 24 Port Interface Card
 - 1 Voiceware Systems Licensing for 2-T1s
 - 8 Hours of Telephone Support
- (Price reflects pre-installation pricing. Post installation
lightly more expensive due to travel expenses.

***** Credit Card Recharge Module*****

- 1 Voiceware Systems Credit Card Software
- 1 Modem 33.6kbps baud Internal

*****Mirroring Hard Drive Module (NT)*****

- 1 2gb Hard Drive SCSI 9ms
- 1 DPT Smart Cache SCSI Controller ISA
- 1 DPT Smart cache 4mbECC Memory
- 1 DPT Disk Array Module
- 5 Hours Software Configuration

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapters 48.091, 608.415 and 608.416, Florida Statutes, the following is submitted, in compliance with said Act:

GATELINE, L.C., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Association, at City of Loxahatchee, County of Palm Beach, State of Florida, has named **FRANK J. SEGREDO, ESQUIRE**, located at 901 Ponce De Leon Blvd., Suite 601, Coral Gables, Florida 33134 as its agent to accept service of process within this State.


CARLOS CASTILLA, Manager


ANTONIO BRITO, Manager

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


FRANK J. SEGREDO, ESQUIRE

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