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LIMITED LIABILITY COMPANY

IMPETIAL TELECOMMUNICATIONS GROUP (PHILIPPINES), L.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$293.75

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**ARTICLES OF ORGANIZATION
OF**

IMPERIAL TELECOMMUNICATIONS GROUP (PHILIPPINES), L.L.C.

The undersigned, acting as the organizer of Imperial Telecommunications Group (Philippines), L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is Imperial Telecommunications Group (Philippines), L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 5165 Isleworth Country Club Drive, Windermere, Florida 34786.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by Managers and the name and address of the initial Managers are:

<u>Name</u>	<u>Address</u>
William R. Maddux, Jr.	5165 Isleworth Country Club Drive Windermere, Florida 34786
Richard J. Sevilla	5404 Monterrey Club Court Windermere, Florida 34786
Duane A. Gawron	5265 Isleworth Country Club Drive Windermere, Florida 34786
Wellington Yu Chiu	6480 Deacon Circle Windermere, Florida 34786

Prepared by Douglas E. Starcher, P.A.
Broad and Cassel
390 N. Orange Ave., Suite 1100
Orlando, FL 32801
(407) 859-4200
Florida Bar #0818641

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ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be William R. Maddux, Jr. and the street address of the Company's initial registered office is 5165 Isleworth Country Club Drive Windermere, Florida 34786.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager or member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager or member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

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ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Regulations, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon 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 WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this ___ day of March, 1999.

Member:

MADDUX PROPERTIES LIMITED
PARTNERSHIP

By: MADDUX PROPERTIES GROUP,
L.L.C.

By: William R. Maddux, Jr.
William R. Maddux, Jr., Manager

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Imperial Telecommunications Group (Philippines), L.L.C. deposes and says:

- 1. The total amount of cash contributed by the members is \$ 150,000.
- 2. The agreed value of property other than cash contributed by the members is \$0.
- 3. The total amount of cash or property anticipated to be contributed by the members is \$ 150,000. This total includes amounts from paragraphs 1 and 2 above.

MADDUX PROPERTIES LIMITED PARTNERSHIP

By: MADDUX PROPERTIES GROUP, L.L.C.

By: William R. Maddux, Jr.
William R. Maddux, Jr., Manager

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 15th day of March 1999, by William R. Maddux, Jr., who is personally known to me and who did not take an oath driver's license shown

Janice C. Myers
(Signature of Notary Public)

Janice C. Myers
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC-648833
My commission expires: 9-18-2001



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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, 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 Imperial Telecommunications Group (Philippines), L.L.C.

2. The name and address of the registered agent and office is:

William R. Maddux, Jr.
5165 Isclworth Country Club Drive
Windermere, Florida 34786

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Having been named as registered agent and to accept service of process for the above stated 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.

By: William R. Maddux, Jr.
William R. Maddux, Jr.

Dated this 15th day of March, 1999.