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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
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LIMITED LIABILITY COMPANY

ATLAS TELECOM, LLC

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is: *ATLAS TELECOM, LLC*

ARTICLE II - ADDRESS:

The mailing address is: *C/O One Old Country Rd., Suite 250, Carle Place, NY 11514* and the street address of the principal office of the Limited Liability Company is: *C/O One Old Country Rd., Suite 250, Carle Place, NY 11514*

ARTICLES III - DURATION:

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

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by managing members and the names and addresses of the managing members are:

Philippe Bednarek: *C/O One Old Country Rd., Suite 250, Carle Place, NY 11514*

Daniel Karlsson: *C/O One Old Country Rd., Suite 250, Carle Place, NY 11514*

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: As decided by majority vote of members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be: As decided by majority vote of the surviving members.

ARTICLE VII- REGISTERED AGENT

The name and address of the registered agent is:

BlumbergExcelsior Corporate Services, Inc.
4435 Old Winter Garden Road
Orlando, Florida 32802

Blumberg Excelsior
62 White Street, New York, NY 10013
212-431-5000 ext. 571

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned manager or authorized representative of a member of

ATLAS TELECOM, LLC deposes and says:

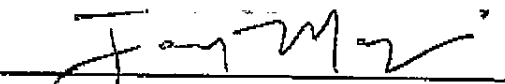
- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is **\$100.00**
- 3) if any, the agreed value of property other than cash contributed by members is
N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is
\$100.00. This total includes amounts from 2 and 3 above.


By: **Daniel Karlsson**
Authorized Representative

(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.)

I, the undersigned, hereby accept appointment as Registered Agent of
the above named corporation.

DATE: 8/3/99


Jose Mojica
Assistant Secretary
Registered Agent

BLUMBERG EXCELSIOR
62 WHITE STREET
NEW YORK, NY 10013212—Tel-431-5000 EXT 640

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