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LIMITED LIABILITY AMENDMENT

ATLAS TELECOM, LLC

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

ATLAS TELECOM, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was August 3, 1999

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Article IV of the Articles of Organization is Amended as follows:

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
Jean-Michel Alfieri
Bernard Collot

All C/O Honig Mongioi Honahan & Sklavos, LLP
One Old Country Road, Suite 250
Carle Place, NY 11514

Dated August 19, 19 99



Signature of a member or authorized representative of a member

Philippe Bednarek

Typed or printed name of signee

Blumberg Excelsior
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New York, NY 10013

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