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LAW OFFICES  
MARTIN ENGELS, P.A.

Telephone: (305) 373-2700  
Fax: (305) 577-3558

Suite 2150  
NATIONS BANK TOWER AT  
INTERNATIONAL PLACE  
100 SOUTHEAST 2<sup>ND</sup> STREET  
MIAMI, FL 33131

October 22, 1999

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

8000003024108--9  
-10/25/99--01106--018  
\*\*\*\*\*155.00 \*\*\*\*\*155.00

Re: Convergence of America, LLC

Sir/Madam:

Enclosed find two executed copies of the Articles of Organization along with a Resident Agent Form for the above referenced limited liability company. Also enclosed is my check in the amount of \$155.00. Please cause the enclosed to be filed immediately and return a certified copy to me at your earliest convenience.

Thank you for your prompt cooperation.

Very truly yours,

Martin Engels

cc: Francisco Victoria

18997\_1PSC

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99 OCT 25 AM 9:11  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
CONVERGENCE OF AMERICA, L.L.C.  
A Limited Liability Company

The undersigned does hereby execute, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is: Convergence of America, L.L.C.

ARTICLE II

The initial mailing and street address of the principal office of this limited liability company shall be:

1921 N.W. 82 Avenue  
Miami, FL 33126

ARTICLE III

The name and street address of the initial registered agent of this limited liability company are as follows:

Francisco Victoria  
1921 N.W. 82 Avenue  
Miami, FL 33126

ARTICLE IV

The limited liability company shall be managed by one or more managers, and is, therefore, a manager - managed company.

ARTICLE V

The limited liability company shall indemnify and/or insure each such person described in Florida Statutes Section 608.4363(7) to the fullest extent permitted by law, now existing or hereinafter enacted.

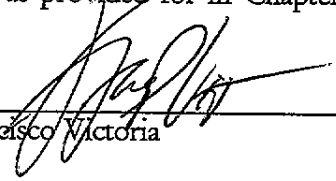
IN WITNESS WHEREOF, these Articles of Organization have been executed this 22<sup>nd</sup> day of October, 1999.

  
\_\_\_\_\_  
Francisco Victoria

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TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named as registered agent 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 as provided for in Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
Francisco Victoria

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA