



FUSION<sup>SM</sup>

TELECOMMUNICATIONS INTERNATIONAL, INC.

L99000007736

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

November 10, 1999

**RE: Articles of Organization for Fusion Asia, L.L.C.**

Dear Sir or Madam:

Please find enclosed herein two original Articles of Organization for Fusion Asia, L.L.C. and a check in the amount of \$155.00 payable to the Florida Department of State.

Payment is for:

\$100.00	Filing Fee for Articles of Organization
\$25.00	Designation of Registered Agent
\$30.00	Certified Copy

Please forward all correspondence regarding this filing to:

William R. Heitz, Esq.  
Fusion Telecom  
1801 South Federal Highway  
Suite 305  
Delray Beach, Florida 33483  
561-274-8044

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-11/12/99--01081--008  
\*\*\*\*155.00 \*\*\*\*155.00

Thank you for your assistance.

Very truly yours,

Dale Gregory  
President  
Fusion Telecommunications  
International, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JB  
11-15-99

**STATE OF FLORIDA  
LIMITED LIABILITY COMPANY  
ARTICLES OF ORGANIZATION  
FOR  
FUSION ASIA, L.L.C.**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, ("L.L.C. Act"), hereby certifies that:

**ARTICLE I. COMPANY NAME**

The name of the Limited Liability Company is: Fusion Asia, L.L.C. (hereinafter the "Company")

**ARTICLE II. MAILING AND STREET ADDRESS OF COMPANY**


The mailing address and street address of the principal office of the Company is 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483.

**ARTICLE III. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The address of the registered office and the name and address of the registered agent of the Company required to be maintained by Section 608.415 of the L.L.C. Act are:

William R. Heitz, P.A.  
1387 South West 18<sup>th</sup> Street  
Boca Raton, Florida 33486

*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 as provided in Chapter 608, F.S..*

  
\_\_\_\_\_  
William R. Heitz, Esq. for  
William R. Heitz, P.A. as its  
President

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#### **ARTICLE IV. COMMENCEMENT AND TERM OF EXISTANCE**

The Company shall have a perpetual existence subject to the terms and conditions of the L.L.C. Act and the Limited Liability Company Operating Agreement ("Operating Agreement").

#### **ARTICLE V. MANAGERS**

The Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and address of the initial managers are set forth below. The initial managers shall serve as the managers until the first annual meeting of the members or until their successors are elected and qualified.

Dale Gregory	15 Exchange Place, Jersey City, New Jersey 07302
Eric Ram	15 Exchange Place, Jersey City, New Jersey 07302
Mike Steinberg	15 Exchange Place, Jersey City, New Jersey 07302

#### **ARTICLE VI. INDEMNIFICATION**

The Company, subject to such standards and restrictions, if any, as are set forth in the Articles of Organization, the Operating Agreement or the L.L.C. Act, may, and shall have the power to, but shall not be required to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

#### **ARTICLE VII. FORMATION**

The member hereby forms the Company as a limited liability company under and pursuant to the provisions of the L.L.C. Act for the purposes and upon the terms and conditions set forth in the Operating Agreement. The rights and obligations of the members of the Company shall be as provided in the L.L.C. Act, except as otherwise expressly provided in the Operating Agreement. In the event of any inconsistency between any terms and conditions contained in the Operating Agreement and any non-mandatory provisions of the L.L.C. Act, the terms and conditions contained in the Operating Agreement shall govern.

#### **ARTICLE VIII. MEMBERS**

The members shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with the Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

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## ARTICLE IX. DISSOLUTION OF COMPANY

The limited liability company shall dissolve and terminate only as provide in the Operating Agreement. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member will not terminate the limited liability company if there is at least one member.

## ARTICLE X. EFFECTIVE DATE

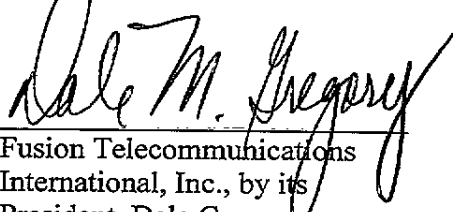
The effective date of these Articles of Organization shall be November 8, 1999.

## ARTICLE XI. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 7<sup>th</sup> day of November 1999.

MEMBER

  
Fusion Telecommunications  
International, Inc., by its  
President, Dale Gregory

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

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TALLAHASSEE, FLORIDA