1800000



ACCOUNT NO. : 072100000032

REFERENCE : 477634 7142909

AUTHORIZATION:

COST LIMIT :

ORDER DATE : November 10, 1999

ORDER TIME : 2:02 PM

ORDER NO. 477634-005

CUSTOMER NO: 7142909

CUSTOMER: Mr. David Raymond

USA TELECOM

USA TELECOM

3201 Griffin Road, Suite 210

Fort Lauderdale, FL

DOMESTIC FILING

NAME: FASTPREMIUM.COM LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Namel / aulon CERTIFIED COPY Availability PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING Document Examiner SON: Angie Glisar Updater

EXAMINER'S INITIALS: DCC

Updater Verifyer DCC

W. P. Verifyer DCC E11800000PP.

Acknowledgement

DCC

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

FASTPREMIUM.COM LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 3201 Griffin Road, Suite 210, Dania, Florida 33312

ARTICLE III. DURATION

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3201 Griffin Road, Suite 210, Dania, Florida 33312, and the name of the initial registered agent of the corporation at that address is David Raymond

ARTICLE V. MANAGEMENT

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

Member: David Raymond 3201 Griffin Road, Suite 210 Dania, Florida 33312

> Robert Gardner 3201 Griffin Road, Suite 210 Dania, Florida 33312

The undersigned authorized representative of a member of

FASTPREMIUM.COM LLC hereby executes these articles of organization on this 23rd Day of November 1999.

CORPORATION SERVICE COMPANY

BY: Laura R. Dunlap, as its agent authorized representative of FASTPREMIUM.COM LLC

HAD/AGL

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of FASTPREMIUM.COM LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

day of

Chris Lattier

TYPED OR PRINTED NAME

TYPED OR PRINTED NAME

This Limited Power of Attorney is executed on this

TYPED OR PRINTED NAME

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

David Raymond, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

FASTPREMIUM.COM LLC

David Raymond is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name:

David Raymond