



THE UNITED STATES
CORPORATION
COMPANY

M97000000822

ACCOUNT NO. : 072100000032

REFERENCE : 610558 4307980

AUTHORIZATION :

COST LIMIT : \$ 285.00

FILED
97 NOV 25 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 21, 1997

ORDER TIME : 1:34 PM

ORDER NO. : 610558-005

CUSTOMER NO: 4307980

CUSTOMER: Dale Proctor-hammond, L.a.
Wilmer, Cutler & Pickering
2445 M Street, N.w.

Washington, DC 20037

293.75

600002357086--8

FOREIGN FILINGS

NAME: TELECOM AMERICAS LLC

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97 NOV 25 AM 10:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

RECEIVED
97 NOV 25 PM 2:54
DIVISION OF CORPORATION

11

12/4/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 25, 1997

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: TELECOM AMERICAS LLC
Ref. Number: W97000026600

We have received your document for TELECOM AMERICAS LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 397A00056415

Call
Rebecca Sykes

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97 DEC -8 PM 12:15
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

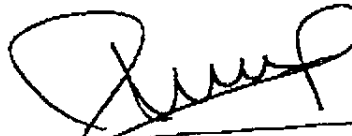
RESUBMITTED
Please give original
submission data to file
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 NOV 25 PM 1:20

RESOLUTION OF MANAGERS

I, the undersigned Rodolfo Beeck, do hereby certify that the managers (who are denominated directors under the Operating Agreement of Telecom Americas LLC) of TELECOM AMERICAS LLC, a limited liability company organized and existing under the laws of the State of Delaware duly adopted the following resolution on December 8, 1997.

Resolved, that TELECOM AMERICAS LLC, organized and existing in the State of Delaware, hereby adopts the name TELAMCO LLC for use in Florida

Dated: December 8, 1997


Rodolfo Beeck

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SECRETARY OF STATE
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TALLAHASSEE
SECRETARY OF STATE

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

1. TELECOM AMERICAS LLC Florida as TELAMCO LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

4. October 15, 1997
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

7. 104 Crandon Blvd. Suite 324, Miami, Florida 33149

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Rodolfo Beeck
104 Crandon Blvd.
Suite 324
Miami, Florida 33149

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: TELECOM AMERICAS LLC

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box not acceptable)

Tallahassee, Florida 32301
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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.

Corporation Service Company
By: Carol K. Dolan
(Signature)

11-24-97
(Date)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of TELECOM

AMERICAS 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 member(s) is \$ 1000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. 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 member(s) is
\$ 1000. This total includes amounts from 2 and 3 above.

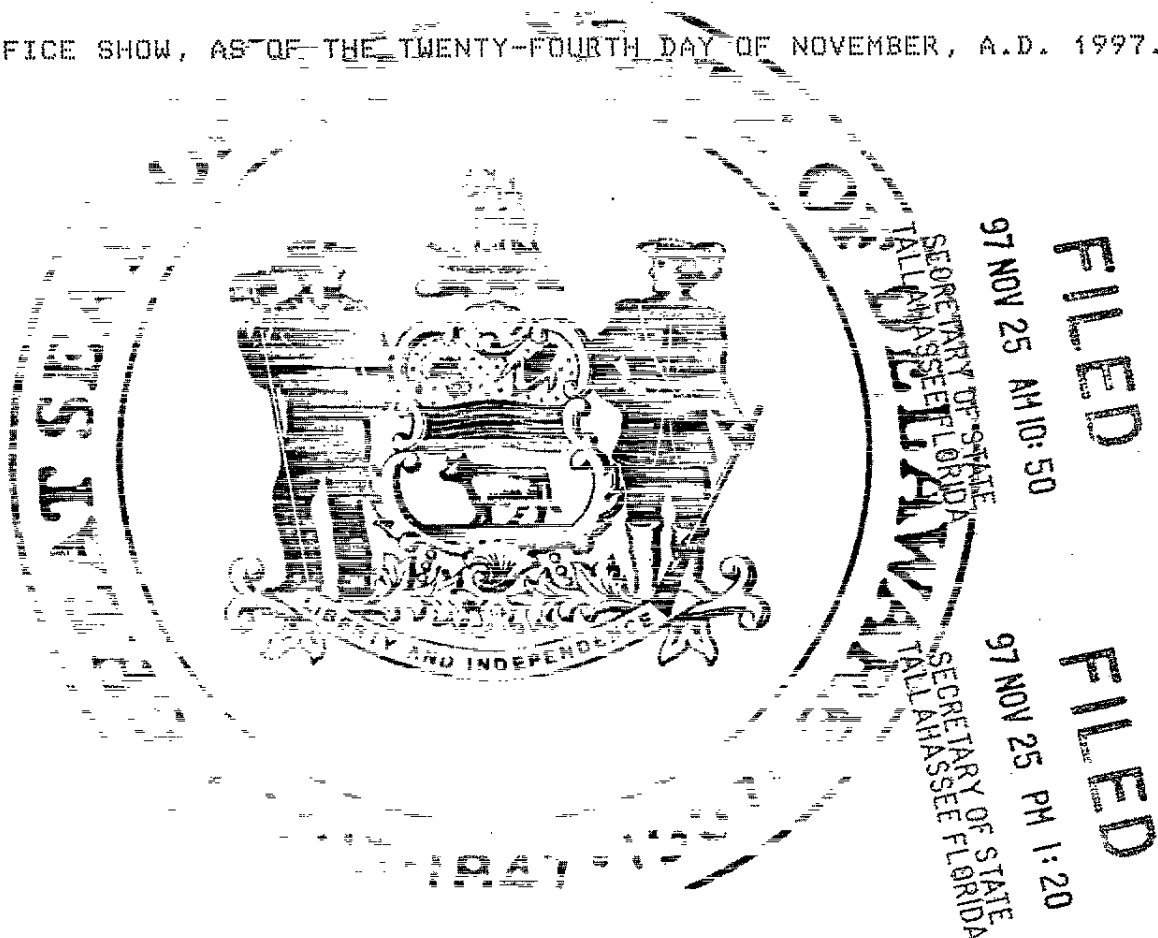
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Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELECOM AMERICAS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

2807069 8300

971399990

AUTHENTICATION:

DATE:

8773149

11-24-97