

MA9000000469

TranStar
communications

March 9, 1999

00789-01111-00627-00524-00671

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

W99-6592

3-29

100002805741--1

-03/15/99--01090--011
****346.25 ****346.25

RE: Registration of a Limited Liability Company

Dear Registration Section:

Enclosed please find the following documents to be filed on behalf of TranStar Communications, L.L.C.:


- Application By Foreign Limited Liability Company for
Authorization To Transact Business in Florida
- Affidavit of Membership and Contributions of Foreign Limited
Liability Company
- Designation of Registered Agent

I have also enclosed our company check in the amount of \$346.25 to cover costs as follows:

\$250.00	Filing Fee for Application and Affidavit
\$ 35.00	Designation of Registered Agent
\$ 52.50	Certified Copy
\$ 8.75	Certificate of Status
\$346.25	TOTAL

Thank you for your help in this matter.

Sincerely,



Jeffery M. Dixon
V.P. & General Counsel
TranStar Communications, L.L.C.
(817) 355-3123
(817) 318-1651 fax

Name	Availability
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 AM 11:27



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 18, 1999

JEFFREY M. DIXON
TRANSTAR COMMUNICATIONS
P.O. BOX 211807
BEDFORD, TX 76095-8807

SUBJECT: TRANSTAR COMMUNICATIONS, L.C.
Ref. Number: W99000006592

We have received your document for TRANSTAR COMMUNICATIONS, L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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."

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The name in the document must be identical to the name on the Certificate from the state of Texas. Please correct the document throughout to read: TRANSTAR COMMUNICATIONS, L.C.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 399A00013535

RESOLUTION OF MANAGING MEMBERS OR MANAGERS

I, the undersigned Jeffery M. Dixon
(Name)

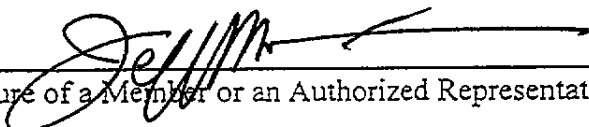
do hereby certify that this Resolution of the Managing Members or Managers of
TranStar Communications, L.C.
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of
Texas, was duly adopted on March 26, 19 99.

Be it resolved, that TranStar Communications, L.C.
(Name of Limited Liability Company)

organized and existing in the state of Texas, hereby adopts the
name of TranStar Communications USA, L.C. for use in Florida.

Dated: March 26, 1999



Signature of a Member or an Authorized Representative of a Member

1/16/98

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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Transtar Communications, L.C.
(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.)
2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2680228
(FEI number, if applicable)
4. December 6, 1996
(Date of Organization)
5. 30 years
(Duration: Year limited liability company will cease to exist or "perpetual")
6. We have not yet begun to transact business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2101 Harwood Road, suite 115 (P.O.Box 211807
Bedford, TX 76021 Bedford, TX 76095-8807)
(Street address of principal office)
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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>-Robert Shields, Sr.</u>	<u>MGRM</u> <u>CEO</u>	<u>-Harvey Earles</u>	<u>MGRM</u> <u>Chairman</u>
<u>2101 Harwood Rd. #115</u>		<u>c/o Big E Company</u>	<u>&</u> <u>Committee</u>
<u>Bedford, TX 76021</u>		<u>Keller, TX 76244</u>	
<u>-Robert Shields, Jr.</u>	<u>MGRM</u> <u>Pres.</u>	<u>- Chuck Salas</u>	<u>MGRM</u> <u>VP. Operatio</u>
<u>2101 Harwood Rd. #115</u>		<u>2101 Harwood Rd. #115</u>	
<u>Bedford, TX 76021</u>		<u>Bedford, TX 76021</u>	
<u>-Jeffery M. Dixon</u>	<u>MGRM</u> <u>V.P.</u> <u>&</u>		
<u>2101 Harwood Rd. #115</u>	<u>General Counsel</u>		
<u>Bedford, TX 76021</u>			

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

TRANSTAR COMMUNICATIONS, L.C.
File No. 07022346-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 3, 1999.*



Elton Bomer
Secretary of State

MAC

**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 SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Transtar Communications, L.C.

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL

33324

City/State/Zip

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.



(Signature)

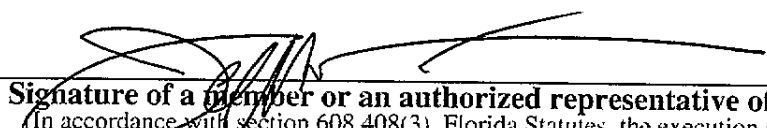
**Steven C. Patterson
Special Assistant Secretary**

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Transtar
Communications, L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$217,500 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$460,814 ;
(A description of the property is attached and made a part hereto.)
and (Telecommunications Equipment)
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$678,314 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Jeffery M. Dixon

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit