

**L99 000004108**

SPINDEL & Unger, P.A.  
 (Requestor's Name)  
 343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

OFFICE USE ONLY

- 1. 1 NET ACCESS L.L.C.  
 (Corporation Name) (Document #)
- 2. \_\_\_\_\_  
 (Corporation Name) (Document #)
- 3. \_\_\_\_\_  
 (Corporation Name) (Document #)
- 4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk-In  Pick up time ASAP  Certified Copy
- Mail out  Will wait  Photocopy  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99 SEP 28 AM 10:58

STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

RECEIVED  
 99 SEP 28 AM 7:58

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 -09/28/99-01010-001  
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Name Availability **MJH**  
 Document Examiner  
 Updater  
 Updater Verifier  
 Acknowledgement  
 W. P. Ver.tyer

Examiner's Initials

**ARTICLES OF ORGANIZATION**  
**OF**  
**1 NET ACCESS L.L.C.**

FILED  
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DIVISION OF CORPORATIONS  
99 SEP 28 AM 10:58

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **1 NET ACCESS L.L.C.**, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 1160 Northwest 159th Drive, Miami, Florida 33169 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to sell various products through the internet and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
[www.amerilawyer.com](http://www.amerilawyer.com)

343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

### **ARTICLE 7 - MANAGEMENT**

The Managers of the Company shall be:

Operating Manager: Joel Esquenazi  
Vice Operating Manager: Ed Robinson  
Secretary: Ed Robinson  
Treasurer: David Langle

whose addresses shall be the same as the mailing address of the Company.

### **ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### **ARTICLE 9 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.



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**ARTICLE 10 - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Terra Telecommunications Corp., A Nevada Corporation  
160 Northwest 159th Drive  
Miami, Florida 33169

Multi-Media Live Corp., A Florida Corporation  
951 Broken Sound Parkway Northwest, Suite 195  
Boca Raton, Florida 33487

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this September 27, 1999.

*Elsie Sanchez*

\_\_\_\_\_  
Elsie Sanchez, Authorized Representative of the  
Members



**SPIEGEL & UTRERA, P.A.**

LAWYERS

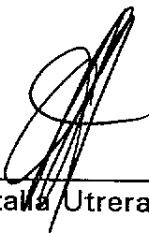
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By:   
Natalia Utrera, Vice President

ARTLIMES



**SPIEGEL & UTRERA, P.A.**

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF 1 NET ACCESS L.L.C.**

The undersigned member or authorized representative of a member of 1 NET ACCESS L.L.C. deposes and says:

1. the above named limited liability company has at least one member.
2. the total amount of contributions of the member(s) to 1 NET ACCESS L.L.C. is as follows:
  - 2.1 Cash: \$1,000.00
  - 2.2 Property: \$0.00  
A description of the property is attached and made a part hereof.
  - 2.3 Promissory Note: \$0.00
  - 2.4 Services Rendered: \$0.00
3. the total amount of other obligations to contribute to 1 NET ACCESS L.L.C. is as follows:
  - 3.1 Cash: \$0.00
  - 3.2 Property: \$0.00  
A description of the property is attached and made a part hereof.
  - 3.3 Services to be Performed: \$0.00

*Elsie Sanchez*

Signature of a member or authorized representative

(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.)

*Elsie Sanchez*

Typed or printed name of above signee



**SPIEGEL & UTRERA, P.A.**

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## PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of 1 NET ACCESS L.L.C. is as follows:

NONE

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of 1 NET ACCESS L.L.C. is as follows:

NONE



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