L97000001215

Requester's Name

Address

City/State/Zip Phone #

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
97 NOV -3 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

700002338657--9
-11/05/97--01049--008
****285.00 ****285.00

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

C. TAX _____
FILING 250.00
R. AGENT FEE 35.00
C. COPY _____
TOTAL 285.00
N. BANK _____
BALANCE DUE _____
REFUND _____

MK

11/3/97

Examiner's Initials	

CR2E031(1/95)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1997

AMERILAWYER

TALLAHASSEE, FL

SUBJECT: SIMPLE ACCESS COMMUNICATIONS, L.C.
Ref. Number: W97000024659

We have received your document for SIMPLE ACCESS COMMUNICATIONS, L.C. and check(s) totaling $285.00. However, your check(s) and document are being returned for the following:

A limited liability company can be managed by its MEMBERS, or the MEMBERS can appoint a MANAGER or MANAGERS to manage the company. In Article 7, it is indicated that 5 Individuals have been appointed MANAGERS and will manage the company.

But Article 10 seems to state that the company will be managed by its members, which in this case are TWO CORPORATIONS.

Please clarify.

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: 597A00052588

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 NOV -3 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 31, 1997

AMERILAWYER

TALLAHASSEE, FL

SUBJECT: SIMPLE ACCESS COMMUNICATIONS, L.C.
Ref. Number: W97000024659

We have received your document for SIMPLE ACCESS COMMUNICATIONS, L.C. and check(s) totaling $285.00. However, your check(s) and document are being returned for the following:

As requested, we have NOT FILED these documents and are returning them to you again for correction.

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: 997A00052917

ARTICLES OF ORGANIZATION

OF

SIMPLE ACCESS COMMUNICATIONS, L.C.

FILED
97 NOV -3 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 **SIMPLE ACCESS COMMUNICATIONS, L.C.**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 1101 Brickell Avenue, Suite 200, Miami, Florida 33131 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 selling telecommunications 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.

FILED
97 NOV 13 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:
Chief Executive Officer: Joel Esquenazi
Vice Operating Manager: Roberto Baan
Secretary: Jose R. Zapata
Treasurer: Carlos A. Rodriguez

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

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. 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 members 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 two remaining members.

ARTICLE 10 - MEMBERS

The Managers of the Company shall be elected by the Members in accordance with regulations adopted by the Members 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 Members of the Company are:

FILED
97 NOV -3 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

INTER-AMERICAN TELECOMMUNICATIONS CORP.
1101 Brickell Avenue, Suite 200
Miami, Florida 33131

SIMPLE COMMUNICATIONS TECHNOLOGIES, INC.
1101 Brickell Avenue, Suite 200
Miami, Florida 33131

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 October 30, 1997.

Elsie Sanchez, Authorized Representative of the Members

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

AmeriLawyer®, 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.

AmeriLawyer®

By: _____
Natalia Utrera, Vice President

FILED
97 NOV -3 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTLIMES

AMERILAWYER®
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
http://www.amerilawyer.com

FILED
97 NOV -3 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF SIMPLE ACCESS COMMUNICATIONS, L.C.

The undersigned member or authorized representative of a member of SIMPLE ACCESS COMMUNICATIONS, L.C. deposes and says:

1. the above named limited liability company has at least two members.

2. the total amount of contributions of the member(s) to SIMPLE ACCESS COMMUNICATIONS, L.C. is as follows:

2.1	Cash:	$100.00
2.2	Property:	$000.00
	A description of the property is attached and made a part hereof.	
2.3	Promissory Note:	$000.00
2.4	Services Rendered:	$000.00

3. the total amount of other obligations to contribute to SIMPLE ACCESS COMMUNICATIONS, L.C. is as follows:

3.1	Cash:	$100.00
3.2	Property:	$000.00
	A description of the property is attached and made a part hereof.	
3.3	Services to be Performed:	$000.00

Elsie Somch

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.)

PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of SIMPLE ACCESS COMMUNICATIONS, L.C. is as follows:

NONE

FILED
97 NOV -3 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of SIMPLE ACCESS COMMUNICATIONS, L.C. is as follows:

NONE