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From:

Account Name : ABALLI, MILNE, KALIL & GARRIGO, P.A.  
Account Number : 073123001732  
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LIMITED LIABILITY COMPANY

COMTEL INTERNATIONAL L.L.C.

|                       |          |
|-----------------------|----------|
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**ARTICLES OF ORGANIZATION  
OF  
COMTEL INTERNATIONAL L.L.C.  
a Florida Limited Liability Company**

**THE UNDERSIGNED**, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company (the "company") shall be **COMTEL INTERNATIONAL L.L.C.**

**ARTICLE II  
PURPOSE**

The purpose is to engage in all lawful activity.

**ARTICLE III  
DURATION**

The company shall exist until the earlier of the date not exceeding 50 years from the date of filing with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Arturo J. Aballí  
One S.E. Third Ave., Suite 2250  
Miami, Florida 33131  
Tel: (305) 373-6600  
Florida Bar # 166383

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**ARTICLE IV  
PLACE OF BUSINESS IN THE STATE**

The mailing address and principal place of business of the company in the State of Florida shall be:

One S.E. Third Avenue  
Suite 2250  
Miami, Florida 33131

**ARTICLE V  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The address of the initial registered agent and the initial registered office of the company is:

✓  
AMKE REGISTERED AGENTS, L.L.C.  
2250 SunTrust International Center  
One S.E. Third Avenue  
Miami, Florida 33131

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**ARTICLE VI  
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the company shall not be transferred unless the transfer is made pursuant to the provisions of the Operating Agreement.

**ARTICLE VII  
CONTINUATION OF BUSINESS OPERATIONS**

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which

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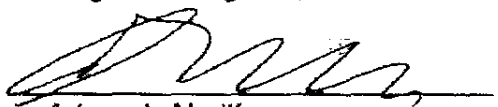
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terminates the continued membership of a member in a limited liability company, unless the business of the company is continued by the consent of all of the remaining members.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 27<sup>th</sup> day of February, 2004.

AMKE Registered Agents, L.L.C.

By:

  
Arturo J. Aballi  
President

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**CERTIFICATE OF REGISTERED AGENT**

**OF**

**COMTEL INTERNATIONAL L.L.C.**

**a Florida Limited Liability Company**

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

That COMTEL INTERNATIONAL L. L. C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKE REGISTERED AGENTS, L.L.C. of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 27<sup>th</sup> day of February, 2004.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi  
President

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