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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

OFFINET, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION OF OFINET, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.407, Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be OFINET, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 3100 NW 72nd Avenue, #119, Miami, Florida 33122.

SECOND: OFINET, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which OFINET, LLC is formed are:

- (A) to purchase, sell, distribute, invest in, import and export and otherwise deal with variety of telecommunications services, including pre-paid phone cards, within and outside the State of Florida;
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which OFINET, LLC is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

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Articles of Organization of
Ofinet, LLC
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FIFTH: The limited liability company shall be manager-managed and will have one (1) Member:

Name: CARLOS ZAMBRANO

Percentage of Ownership: 100%

SIXTH: The name and mailing address of the company's registered agent is GRISALES & ALFANO, LLC, whose mailing address is 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 16th day of April, 2001.



By: CARLOS ZAMBRANO To A
Member/General Manager

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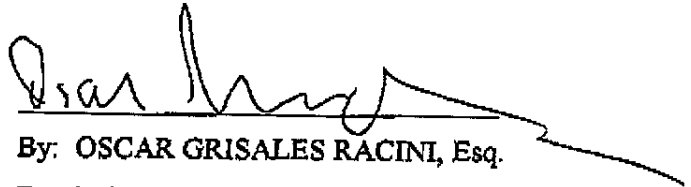
Designation and Acceptance of Registered Agent

Pursuant to the provisions of 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 OFINET, LLC
2. The name of the registered agent is GRISALES & ALFANO, LLC.
3. The address of the registered agent/principal office is 999 Brickell Avenue Suite 700, Miami, Florida 33131.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.


By: OSCAR GRISALES RACINI, Esq.

For the Firm

Date: April 16, 2001

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