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LIMITED LIABILITY COMPANY

Manci, LLC

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ARTICLES OF ORGANIZATION FOR MANCI, LLC, A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I NAME

The name of the Limited Liability Company is MANCI, LLC.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 102 Park Place Boulevard, Building D, Suite 2, Kissimmee, Florida 34741.

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by its managing member, and the name and address of the managing member is:

Manci S.R.L., a Venezuelan corporation

<u>Av. Pasco Calmoral Torre</u>

<u>MOVILNET PISO OH OFICINA</u>

VALENCIA - VENEZUELA

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Limited Liability Company is 102 Park Place Boulevard, Building D, Suite 2, Kissimmee, Florida 34741, and the initial Registered Agent at such address is Miguel Senior.

IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned managing member has executed these Articles of Organization this 4th day of _______, 2001.

Manci S.R.L., a Venezuelan corporation, Managing Member

By:

Henri Chirines, President

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ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 4th day of June, 2001

Miguel Senior

SECRETARY STRAFE