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**L010000014276**

August 23, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Orbinet USA, L.L.C.

**Filing Evidence**

☐ Plain/Confirmation Copy

☒ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

01 AUG 23 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG 23 AM 11:33  
NOT IN COMPLIANCE  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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8-23-01

ARTICLES OF ORGANIZATION  
OF  
ORBINET USA, L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I  
NAME

The name of this Limited Liability Company shall be ORBINET USA, L.L.C.

ARTICLE II  
DURATION

This Limited Liability Company shall exist for not more than thirty years from the filing date of these Articles with the Office of the Secretary of State.

ARTICLES III  
PURPOSE

This Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business of this Limited Liability Company shall be 16555 N.W. 13<sup>th</sup> Avenue, #101, Miami, FL 33169; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The initial mailing address of this Limited Liability Company shall be 16555 N.W. 13<sup>th</sup> Avenue, #101, Miami, FL 33169. The name of the original registered agent of this Limited Liability Company is John Freud, Esq., FREUD, ABRAHAM & SCHWARTZ, 999 Brickell Avenue, Suite 1000, Miami, FL 33131.

ARTICLE V  
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of not less than ONE HUNDRED AND NO/100 DOLLARS (\$100.00) contributed by its members in money or in property, the fair market value thereof being determined by

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agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS  
AND  
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgement or lien, by judgement or order of court or by any other means, without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee solely to and as a charge upon ( i ) the share of income of; and, ( ii ), when, as and if declared unanimously by the remaining members, distributions, by the way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

ARTICLES VII  
MEMBERS AND MANAGEMENT OF BUSINESS

The name and address of the members of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
JOAQUIN MIRANDA	16555 N.W. 13 <sup>TH</sup> AVENUE, #101 MIAMI, FL 33169
JORGE HERNANDEZ	16555 N.W. 13 <sup>TH</sup> AVENUE, #101 MIAMI, FL 33169
ALBERTO CARRIZOSA	16555 N.W. 13 <sup>TH</sup> AVENUE, #101 MIAMI, FL 33169

The business of this Limited Liability company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint JOAQUIN MIRANDA, as its special manager to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. The general or special managers are authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company.

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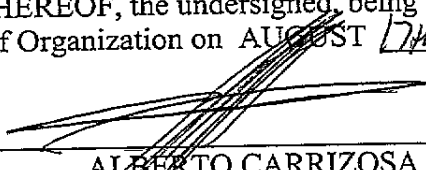
ARTICLE VIII  
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY  
OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned, or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

ARTICLE IX  
AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

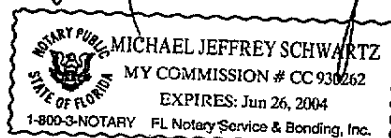
IN WITNESS WHEREOF, the undersigned, being of one of the members has executed these Articles of Organization on AUGUST 17th, 2001.

  
\_\_\_\_\_  
ALBERTO CARRIZOSA

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me this 17th day of August, 2001 by ALBERTO CARRIZOSA as a member of ORBINET USA, L.L.C., who is personally known to me or have produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

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Attached to the Articles of Organization of  
ORBINET USA, LLC  
and made a part thereof

Pursuant to Florida Statutes, the following is submitted in compliance therewith and made a part of the Articles of Organization of said limited liability company to which this document is attached:

THAT, ORBINET USA, LLC, desiring to organize under the laws of the state of Florida, with its registered office as indicated in the Articles of Organization in the City of Miami, County of Dade, State of Florida, has named John Freud, Esq., FREUD, ABRAHAM & SCHWARTZ, whose address is 999 Brickell Avenue, Suite 1000, Miami, FL 33131, as its Registered Agent to accept service of process within this state.

ACCEPTANCE

THAT, I agree, as Registered Agent, to accept Service of Process; to keep an office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
\_\_\_\_\_  
JOHN FREUD, ESQ.

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