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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT -5

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

EFFECTIVE DATE
10-4-01

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

AL

LIMITED LIABILITY COMPANY

V.S.A. Enterprises L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
V.S.A. Enterprises L.L.C.

Article II. Address

The Company's street and mailing address is:
V.S.A. Enterprises L.L.C.
501 Brickell Key Drive, Suite 400
Miami FL 33131

EFFECTIVE DATE
10-4-01

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139 UNITED STATES

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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Article V. Management

This will be a company. The name and address of each is:

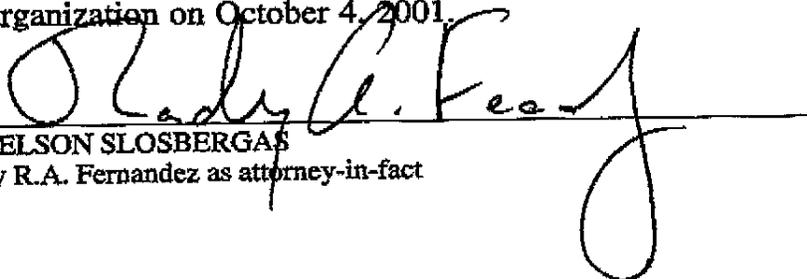
VAUTEL S.A.
501 Brickell Key Drive, Suite 400 Miami FL 33131

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Article VI. Company Existence

The Company's existence shall begin effective as of October 4, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on October 4, 2001.



NELSON SLOSBERGAS
by R.A. Fernandez as attorney-in-fact

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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STATEMENT OF REGISTERED AGENT

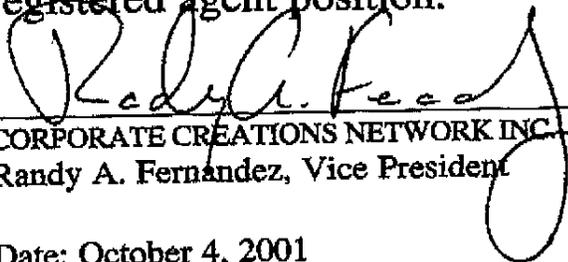
LIMITED LIABILITY COMPANY:
V.S.A. Enterprises L.L.C.

REGISTERED AGENT/OFFICE:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139 UNITED STATES

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS NETWORK INC.
Randy A. Fernandez, Vice President

Date: October 4, 2001

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
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Miami FL 33131
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