

**L010000205-90**

**Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**((H01000117616 2)))**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**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

**AL**

**LIMITED LIABILITY COMPANY**

**telecomunicaciones trukline, llc**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$155.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 29 AM 11:22

RECEIVED

H 01000117616

ARTICLES OF ORGANIZATION

OF

**TELECOMUNICACIONES TRUNKLINE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **TELECOMUNICACIONES TRUNKLINE, LLC** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 111 N.E. 1<sup>st</sup> Street, 9<sup>th</sup> Floor, Miami, Florida 33132.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall terminate not later than 2032 A.D., unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is **ANTONIO BRITO ALMENARA** 111 N.E. 1<sup>st</sup> Street, 9<sup>th</sup> Floor, Miami, Florida 33132.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

THIS INSTRUMENT PREPARED BY:

Antonio Brito Almenara  
111 N.E. 1<sup>st</sup> Street  
Ninth Floor  
Miami, Florida 33132  
TELEPHONE (305)372-3400

H 01000117616

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 29

**PAGE TWO ARTICLES OF ORGANIZATION OF  
TELECOMUNICACIONES TRUNKLINE, LLC**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 29

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

*Members shall make additional capital contributions to the company only on the unanimous consent of all the members.*

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

*No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.*

**ARTICLE VIII -- TERMINATION OF EXISTENCE**

*The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.*

**ARTICLE IX -- MANAGEMENT**

*The company shall be managed by member-managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial member-managers of the company signing these Articles are TELECOMUNICACIONES TRUNKLINE, C.A., Avenida Los Chaguaramos, Calle Esquina Pomagas, Quinta Elizabeth, La Florida Caracas, Venezuela.*

**ARTICLE X - INDEMNIFICATION AND LIABILITY**

*The Company may, as determined by the manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.*

IN WITNESS WHEREOF, the undersigned organizer **TELECOMUNICACIONES TRUNKLINE, C.A.** has made and subscribed these Articles of Organization in Miami, Florida, on this 24 day of November, 2001.

**TELECOMUNICACIONES TRUNKLINE, C.A.**

By: \_\_\_\_\_

**ANTONIO BRITO ALMENARA**

**President of TELECOMUNICACIONES TRUNKLINE, C.A.**

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

) ss.

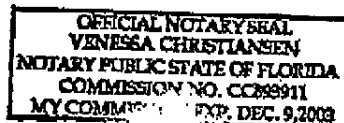
Before me, a Notary Public authorized in the State and County set forth above, personally appeared **ANTONIO BRITO ALMENARA**, known to me and known by me to be the person, who, as President of organizer, **TELECOMUNICACIONES TRUNKLINE, C.A.**, executed the foregoing Articles of Organization and acknowledged before me that she/he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of November, 2001.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

Printed Name of Notary Public

My Commission Expires:



FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 29

H 01000117616

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of TELECOMUNICACIONES TRUNKLINE, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of Registered Agent.

By:   
ANTONIO BRITO ALMENARA  
Registered Agent


STATE OF FLORIDA

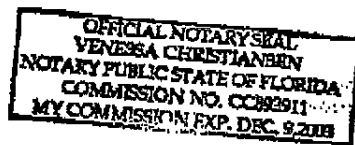
COUNTY OF MIAMI-DADE

) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared ANTONIO BRITO ALMENARA, known to me and known by me to be the person, who, as organizer, executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of November, 2001.

  
NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:



H 01000117616

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 29

**UNANIMOUS WRITTEN CONSENT  
OF THE MEMBERS OF TELECOMUNICACIONES TRUNKLINE, LLC**

The undersigned **TELECOMUNICACIONES TRUNKLINE, C.A.**, being all of the members (the "Members") of **TELECOMUNICACIONES TRUNKLINE, LLC**, a Florida limited liability company (the "Company"), do hereby consent that when all of the undersigned have executed this consent or a counterpart hereof, in original or facsimile form the resolutions set forth below shall be deemed to be adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the members, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

**1. Execution of Documents**

**WHEREAS**, the Members believe that it is in the best interest of the Company for the Company to be able to execute documents as may be necessary in connection with the Company's business.

**RESOLVED**, since the ownership of **TELECOMUNICACIONES TRUNKLINE, LLC** consists of a Foreign company described herein as Members, to ease in the running of Company's business, the members of **TELECOMUNICACIONES TRUNKLINE, LLC** authorize the appointment of **ANTONIO BRITO ALMENARA** as duly appointed representatives for the purpose of execution of documents.

**2. Appointment as representatives**

**WHEREAS**, **TELECOMUNICACIONES TRUNKLINE, LLC** hereby appoints **ANTONIO BRITO ALMENARA** as representative for the purpose of execution of documents.

**RESOLVED**, that the above-mentioned appointees be, and each of them hereby is, authorized, empowered and directed to execute and deliver, in the name of and on behalf of the Company, as may be necessary in connection with the Company's business. The above-mentioned appointees are hereby authorized, empowered and directed to execute all ancillary agreements and all other documents, instruments, certificates, and agreements relating to or arising in connection with the Company's business. However, this appointment shall not be construed as granting any power that is in conflict with the Articles of Organization of the Company or of the Articles of Organization of the Members of the Company.

*[Signatures follow on next page]*

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
3 01 NOV 29

H 01000117616

IN WITNESS WHEREOF, the undersigned, being all of the Members of the Company, have executed the foregoing Unanimous Written Consent as of this 29th day of ~~September~~ November, 2001.

TELECOMUNICACIONES TRUNKLINE, C.A.



By: ANTONIO BRITO ALMENARA, as President of TELECOMUNICACIONES TRUNKLINE, C.A.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 29

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

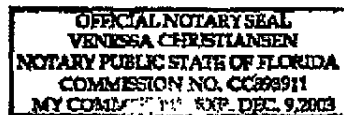
ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared ANTONIO BRITO ALMENARA, as President of TELECOMUNICACIONES TRUNKLINE, C.A., who presented a Florida driver's license, who, executed the foregoing Unanimous Written Consent and acknowledged before me that she executed this Unanimous Written Consent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of November, 2001.



NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:



H 01000117616