

Division of Corporations

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

From: Account Name : STANLEY A. GOLDSMITH, ATTORNEY AT LAW
Account Number : I20000000069
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LIMITED LIABILITY COMPANY**T&T VISUALS, L.C.**

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Page Count	02
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION**OF****T&T VISUALS, L.C.****a Florida Limited Liability Company**

FIRST: The name of the Limited Liability Company shall be T&T VISUALS, L.C. (hereinafter referred to as the "Company").

SECOND: The mailing address and street address of the principal office of the Limited Liability Company is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

THIRD: The duration of the Company's existence shall be THIRTY (30) years from the date of filing of the Articles of Organization.

FOURTH: The purposes for which the Company is organized are the purchase and sale of communications equipment as well as any and all other lawful purposes for which a Limited Liability Company may be organized pursuant to the laws of the State of Florida and the United States.

FIFTH: The Company shall be managed by its Managers and the names and addresses of such Managers are:

JAMES A. ELLIOTT
4445 Greenwood Ave.
Sarasota, FL 34233

MARIANO TOMAS MONROY
Calle Dr Carias Sur Edif. Antonieta
Piso 02.Apt. 03
La Victoria Edo. Aragua Venezuela

TELMO GONZALEZ
Calle Dr Carias Sur Edif. Antonieta
Piso 02.Apt. 03
La Victoria Edo. Aragua Venezuela

SIXTH: Company shall be initially authorized and empowered to issue one class of Membership Unit.

SEVENTH: The total amount of initial cash contributed to the Company shall be TWO THOUSAND DOLLARS (\$2,000.00). There are no obligations for Members to make additional contributions to the Company.

EIGHTH: By majority vote of authorized and outstanding Membership Units, the Members may agree to admit additional Members to join the Company and establish the terms of their contributions to join.

NINTH: In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business thereof.

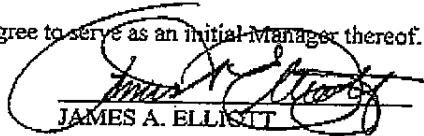
TENTH: Whenever a Member or his legal representative requests a step-up election under Section 754 of the Internal Revenue Code as the same may be amended from time to time, such election shall be made as all Members of the Limited Liability Company, upon subscription for units therein, hereby irrevocably consent to such election when requested by any other Member.

ELEVENTH: Whenever income is earned by the Company, there shall be, at a minimum, sufficient distribution of income to its Members to allow them to pay, on a timely basis, all of their U.S. Federal, State and local tax liabilities imposed by virtue of their membership interest in the Company.

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TWELFTH: I hereby form the Company and agree to serve as an initial Manager thereof.

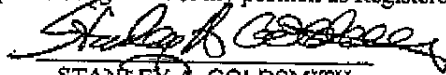

JAMES A. ELLIOTT

THIRTEENTH: Pursuant to the provisions of Section 608.415, Florida Statutes, the Company designates the name and address of its Registered Agent and office as follows:

Stanley A. Goldsmith
1605 Main Street
Suite 1001
Sarasota, Florida 34236

FOURTEENTH: To the Managers of T&T VISUALS, L.C.

Having been named as Registered Agent and to accept Service of Process for the Company at the place designated in these Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity, further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

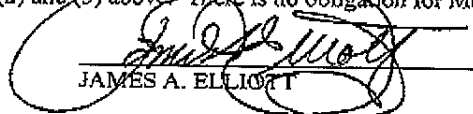

STANLEY A. GOLDSMITH
1605 Main Street
Suite 1001
Sarasota, Florida 34236

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MEMBERSHIP AND CONTRIBUTIONS

The undersigned Members or authorized representatives of Members of T&T VISUALS, L.C. depose and say:

1. The above-named Limited Liability Company has at least TWO (2) members.
2. The total amount of initial cash to be contributed by the Members is TWO THOUSAND DOLLARS (\$2,000.00). There is no obligation of Members to contribute additional cash to the Company.
3. There is no property other than cash contributed by Members.
4. The total amount of cash or property anticipated to be contributed by Members is TWO THOUSAND DOLLARS (\$2,000.00). This includes amounts from (2) and (3) above. There is no obligation for Members to make additional contributions.


JAMES A. ELLIOTT

STATE OF FLORIDA)
COUNTY OF SARASOTA) ss:

The foregoing Articles of Organization and Membership and Contributions were acknowledged before me this 5th day of March, 2002, by JAMES A. ELLIOTT, as an Initial Member of T&T VISUALS, L.C., and the Articles of Organization were acknowledged before me by JAMES A. ELLIOTT, as an Initial

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Manager of T&T VISUALS, L.C. He is personally known to me or has produced _____ as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

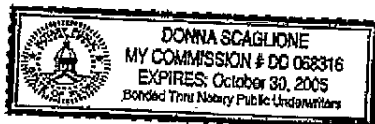


Donna Scaglione
Signature of Notary Public

Donna SCAGLIONE
Print Name of Notary Public

I am a Notary Public of the State of Florida
and my commission expires on
October 30, 2005.

5th The foregoing Articles of Organization of T&T VISUALS, L.C. were acknowledged before me this day of March, 2002 by STANLEY A. GOLDSMITH as Registered Agent. He is personally known to me or has produced _____ as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



Donna Scaglione
Signature of Notary Public

Donna SCAGLIONE
Print Name of Notary Public

I am a Notary Public of the State of Florida
and my commission expires on
October 30, 2005

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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