

L020000011172

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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

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

Effective Date
5-7-02

LIMITED LIABILITY COMPANY

Q Wireless LLC

Certificate of Status	1
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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Q Wireless LLC

Article II. Address

The Company's street and mailing address is:

Q Wireless LLC
3038 NW 82nd Avenue
Miami FL 33122

Article III. Registered Agent

The name and street address of the Company's registered agent is:

ARCAccounting & Business Solutions, Inc. *PA4000085324*
3785 NW 82 Avenue
Suite 109
Miami FL 33166

02 MAY -8 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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.

John Archer
ARCAccounting & Business Solutions, Inc.
3785 NW 82 Avenue
Suite 109
Miami FL 33166
305-594-2110

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Article V. Management

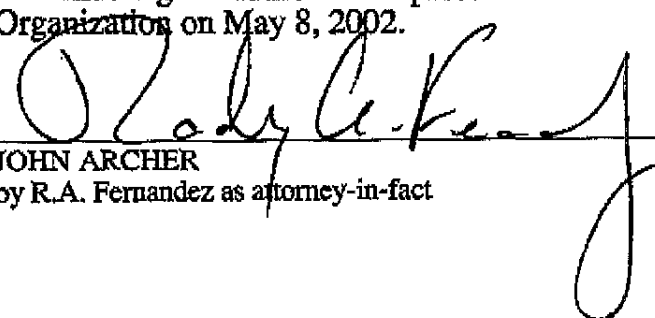
This will be a member-managed company. The name and address of each member is:

LARREG LLC
3038 NW 82nd Avenue Miami FL 33122

Article VI. Company Existence

The Company's existence shall begin effective as of May 7, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on May 8, 2002.


JOHN ARCHER
by R.A. Fernandez as attorney-in-fact

02 MAY -8 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

John Archer
ARCAccounting & Business Solutions, Inc.
3785 NW 82 Avenue
Suite 109
Miami FL 33166
305-594-2110

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STATEMENT OF REGISTERED AGENT

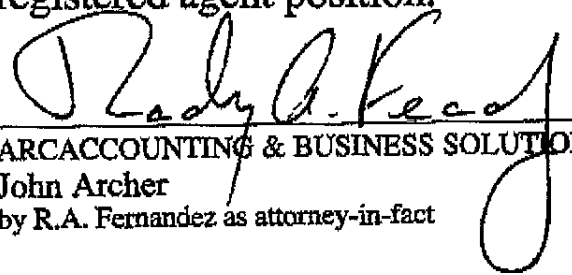
LIMITED LIABILITY COMPANY:

Q Wireless LLC

REGISTERED AGENT/OFFICE:

ARCAccounting & Business Solutions, Inc.
3785 NW 82 Avenue
Suite 109
Miami FL 33166

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.


ARCAccounting & BUSINESS SOLUTIONS, INC.
John Archer
by R.A. Fernandez as attorney-in-fact

Date: May 8, 2002

John Archer
ARCAccounting & Business Solutions, Inc.
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Miami FL 33166
305-594-2110

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