

LD2 0000 14186

Joel Ciniero
636 NE 70th Street
Miami, FL 33138
786.486.1958
joelciniero@yahoo.com

May 22, 2002

re: Solutel USA, LLC

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500005623125--6
-05/29/02--01015--020
****130.00 ****130.00

Dear State Registrar:

Enclosed herewith please find the Articles of Organization for Solutel USA, LLC, a to be formed Florida Limited Liability Company. Also, please find enclosed a check made payable to the Florida Department of State in the amount of \$130.00. This amount includes \$100 filing fee for the Articles of Organization and \$25.00 for designation of Registered Agent and \$5.00 for a Certificate of Status.

I may be reached at the above address or phone number should you have any questions.

Sincerely,



Joel Ciniero
For Solutel USA, LLC

Enclosures:

FILED
02 MAY 29 PM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SOLUTEL USA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be Solutel USA, LLC (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be 2021 Oakmont Terrace, Coral Springs, Florida 33071

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the Company in the State of Florida is:

Joel Ciniero
636 NE 70th Street
Miami, Florida 33133

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be permitted to make additional capital contributions to the Company, only upon the unanimous consent of all of the members.

FILED
02 MAY 29 PM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company without the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, 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 of the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by majority written consent.

ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon 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 of the remaining members, provided that there is at least one (1) remaining member.

ARTICLE X. MANAGEMENT

The Company shall be managed by Fernando Miranda and Joel Ciniero, as managers. The managers may adopt Regulations for the management of the business and affairs of the Company. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The name and address of the members of the Company, who shall serve until the first annual meeting of the members or until their successors are duly qualified and elected, are:

Fernando Miranda
2021 Oakmont Terrace
Coral Springs, FL 33071

Joel Ciniero
636 NE 70th Street
Miami, FL 33138

FILED
02 MAY 29 PM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI. AMENDMENT

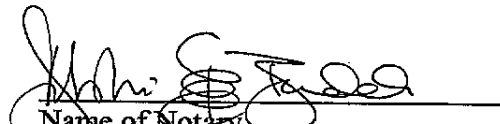
The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 22 day of May, 2002.

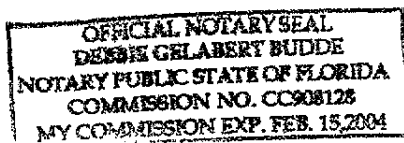

Joel Ciniero.
Manager of Solutel USA, LLC

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

The foregoing instrument was acknowledged before me this 22 day of May 2002, by Mr. Joel Ciniero, who is personally known to me.


Name of Notary
Notary Public, State of Florida
at Large

My Commission Expires:



FILED
02 MAY 29 PM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of Soultel USA, 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 applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

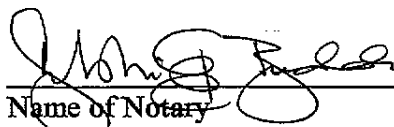
Joel Cineiro.
Registered Agent

By: 
Joel Cineiro

Dated: May ____, 2002

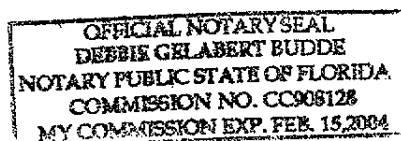
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 22 day of May, 2002, by Joel Cineiro, who is personally known to me.



Name of Notary
Notary Public, State of Florida
at Large

My Commission Expires:



FILED
02 MAY 29 PM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA