

# L02000019417

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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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**LIMITED LIABILITY COMPANY**

**VOICE AND DATA OCERSEAS, LLC**

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DIVISION OF CORPORATIONS

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**ARTICLE OF ORGANIZATION OF**  
**VOICE AND DATA OVERSEAS, LLC**  
**LIMITED LIABILITY COMPANY**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited company.

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STATE  
OF FLORIDA

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this Limited Company shall be: VOICE AND DATA OVERSEAS, LLC and the principal place of business shall be at 3370 NE 190 Street, Suite 1404 in the city of Aventura, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other places of place as the members may designate.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1- To engage in any activity or business authorized under the Florida Statutes.
- 2- In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 3- To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will. Rights, assets, and liabilities

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of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of these rights and property to acquire.

- 4- To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 5- To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company association, partnership, firm, syndicate, individual, or other entity, and in its capacity or under this arrangement develop, improve, stabilize, strengthen, or extended the property and commercial interest of the property and aid, assist, or participate an any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the information, rights, privileges, and immunities of limited liability companies for profit.
- 6- To do everything, proper, advisable, or convenient for the accomplishment of any purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorized or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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**ARTICLE III**  
**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV**  
**MANAGEMENT**

Management of this limited liability company is reserved to its members until December 31, 2003, acting according to the operational agreement signed by each member, whose names and addresses are as follows:

<b>Members</b>	<b>Address</b>
NICOLAS KRITZLER	3370 NE 190 Street, Suite 1404, Aventura Florida 33180
WALTER FRIEDER	2800 Island Boulevard, Suite 1103, Aventura Florida, 33160
NOEL FINCHELTUB	1000 Island Boulevard, Suite 1506, Aventura Florida 33160
PETER DEJMAN	3370 NE 190 Street, Suite 1404, Aventura Florida 33180

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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TALLAHASSEE

On the death, retirement, resignation, expulsion, bankruptcy, ors dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI

#### CAPITAL CONTRIBUTIONS

Capital contribution in the amount of \$ 1,000 cash shall be paid to the limited liability company by the four (4) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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## **ARTICLE VII**

### **PROFITS AND LOSSES**

- a- Profit Sharing: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Member's Name	Percentage
NICOLAS KRITZLER	25%
WALTER FRIEDER	25%
NOEL FINCHELTUB	25%
PETER DEJMAN	25%

The distributive share of the profits shall be determined and paid to the members at the end of the fiscal year closing or after presentation of Federal Income Tax Return, whichever is agree among the members of the Limited liability Company.

- b- Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members in the percentages above described.

## **ARTICLE VIII**

### **DURATION**

This limited liability company shall exist until September 30, 2036 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1000 Island Boulevard, Suite 1506, City of Aventura, County of Dade, State of Florida and the name of the company's initial registered agent at that address is NOEL FINCHELTUB.

The undersigned being the original members of the limited liability company certify that this instrument constitutes the proposed Article of Organization of VOICE AND DATA OVERSEAS, LLC.

WITNESS the hand and seal of the manager in Broward County, State of Florida, this 30<sup>th</sup> day of July 2002.


  
NOEL FINCHELTUB  
Managing Member

STATE OF FLORIDA     )  
                                  ) S.S.  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that NOEL FINCHELTUB, who is personally known to me / who presented the following identification \_\_\_\_\_, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal at, Broward County, Florida this 30<sup>th</sup> day of July \_\_\_\_\_ 2002.

  
\_\_\_\_\_  
Notary Public.

 Nayari Briceno  
My Commission CC881770  
Expires August 9, 2003

\_\_\_\_\_  
My Commission Expires

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091, Florida Statutes, the following is submitted:

FIRST: That Voice and Data Overseas, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Miami, State of Florida, has named NOEL FINCHELTUB, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Noel Fincheltub

Date: July 30, 2002

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