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**LIMITED LIABILITY COMPANY**

nivel international, llc

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF  
NIVEL INTERNATIONAL, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

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The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

**FIRST:** The name of said limited liability company shall be, NIVEL INTERNATIONAL, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 4410 West 16 Avenue, Suite # 6, Hialeah, Florida 33012.

**SECOND:** NIVEL INTERNATIONAL RESOURCES, LLC shall have a perpetual duration from the date of filing of these Articles of Organization.

**THIRD:** The purposes for which, NIVEL INTERNATIONAL, LLC is formed are:

- (A) To operate and develop a franchise for the sale and distribution of telecommunications equipment and devices throughout the state of Florida;
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

**FOURTH:** The maximum number of ownership units which, NIVEL INTERNATIONAL, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

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**FIFTH:** The limited liability company will have two (2) Members:

Name: NIVEL S.A  
Percentage of Ownership: 51%

Name: FEDERICO PIERI  
Percentage of Ownership: 49%

**SIXTH:** The number of directors constituting the initial board of directors of the corporation three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: ISIDORO PIERI (President)  
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

Name: FEDERICO I. PIERI (Vice-president)  
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

Name: GRACIELA M. D'ALUISIO (Treasury)  
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

Name: LUCIANO M. PIERI (Secretary)  
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

**SEVENTH:** The name and mailing address of the company's registered agent is LUCIANO M. PIERI, whose mailing address is 1001 BRICKELL BAY DR. SUITE 2600, MIAMI, Florida 33131

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of August, 2002.

NIVEL S.A

By: ISIDORO PIERI

Member

By: FEDERICO I. PIERI

Member

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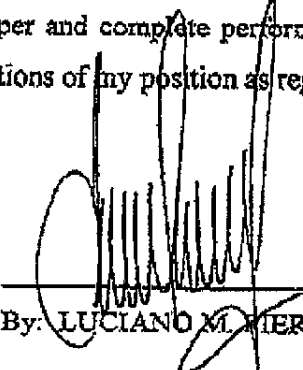
### Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability company is NIVEL INTERNATIONAL, LLC.
2. The name of the registered agent is LUCIANO MARTIN PIERI.
3. The address of the registered agent/registered office is 1001 Brickell Bay Drive, Suite 2600 Miami, Florida 33131.

### Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:   
LUCIANO M. PIERI

Date: August 26, 2002

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