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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

pcsmobile, llc

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PCSMOBILE, LLC
Articles of Organization

ARTICLES OF ORGANIZATION OF
PCSMOBILE, LLC

A FLORIDA LIMITED LIABILITY COMPANY

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, PCSMOBILE, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

SECOND: PCSMOBILE, LLC shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, PCSMOBILE, LLC is formed are:

- (A) To operate and develop the marketing and commercialization of telecommunications equipment and services 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, PCSMOBILE, 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.

FIFTH: The limited liability company will have three (3) Members:

Name: PCSMOVIL S.A.

Percentage of Ownership: 51%

PCSMOBILE, LLC

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PCSMOBILE, LLC
Articles of Organization

Name: CLAUDIO M. SANCHEZ

Percentage of Ownership: 25%

Name: CARLOS R. VERON

Percentage of Ownership: 24%

SIXTH: The number of directors constituting the initial board of directors of the company will be two (2). The name and address of each person who is to serve as a member of the initial board of directors are:

Name: CLAUDIO M. SANCHEZ (President)

Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

Name: CARLOS R. VERON (Vice-president)

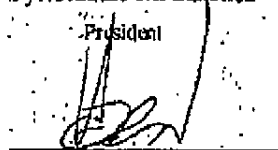
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

SEVENTH: The name and mailing address of the company's registered agent is OSCAR GRISALES-RACINI, whose mailing address is 1001 BRICKELL BAY DRIVE, SUITE 2600, MIAMI, FLORIDA 33131.

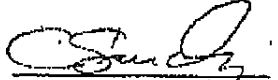
IN WITNESS WHEREOF, I have hereunto subscribed my name this 1st day of October, 2002.


PCS MOVIL S.A.

By: Claudio M. Sanchez
President



CARLOS R. VERON
Member


CLAUDIO M. SANCHEZ
Member

PCSMOBILE, LLC

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PCSMOBILE, LLC
Articles of Organization

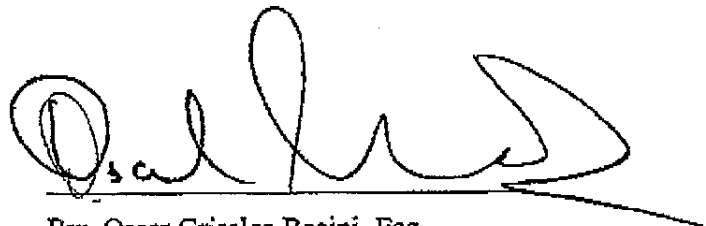
Designation and Acceptance of Registered Agent

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 PCSMOBILE, LLC.
2. The name of the registered agent is Oscar Grisales-Racini, Esq.
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: Oscar Grisales-Racini, Esq.

Date: October 1st, 2002

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