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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

Phone: (305)634-3694

Fax Number: (305)633-9696

LIMITED LIABILITY COMPANY

prepaid distributions, llc

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF PREPAID DISTRIBUTIONS, 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, PREPAID DISTRIBUTIONS, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 12550 Biscayne Blvd., Suite 405, North Miami, FL 33181.

SECOND: PREPAID DISTRIBUTIONS, LLC, shall have a perpenual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, PREPAID DISTRIBUTIONS, LLC is formed are:

- (A) to engage in the provision of telecommunication services.
- (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, PREPAID DISTRIBUTIONS, 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 shall have FOUR (4) Members:

Name: WILLIAM DELGADO Percentage of ownership: 48%

Name: GABRIEL BERNAL Percentage of ownership: 7%

Name: JESUS ARTETA Percentage of ownership: 15%

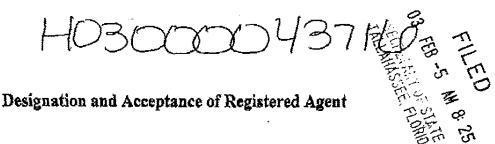
Name: ANTONIO DELGADO Percentage of ownership: 15%

Name: EDUARDO DELGADO Percentage of ownership: 15%

SIXTH: This limited liability company shall be member-managed and will have one managing-member, WILLIAM DELGADO.

SEVENTH: The name and mailing address of the company's registered agent is OSCAR GRISALES-RACINI, ESQ., whose mailing address is 12550 Biscayne Blvd. Suite 405, North Miami, Florida 33181.

IN WITNESS WHEREOF, I have hereunto	subscribed my name this <u>5</u> day	of Farency,
2003.	0.1	48 3 T
By: WILLIAM DELGADO 701)	By: GABRIEL BERNAL	
Member	Member	PROPERTY
Den	Oc	Sept. 3
By: ANTONIO DELGADO Momber Par	By: EDUARDO DELGADO Member	Ross



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.

- The name of the limited liability company is PREPAID DISTRIBUTIONS.
 LLC
- 2. The name of the registered agent is OSCAR GRISALES-RACINI, ESQ.
- The address of the registered agent/registered office is 12550 Biscayne Blvd., Suite 405, North Miami, Florida 33181

Acceptance

Having bean 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:

For the Company

Date: 2/5/03

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