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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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
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(5)

ARTICLES OF ORGANIZATION OF
PREPAID DISTRIBUTIONS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 perpetual 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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PREPAID DISTRIBUTIONS, LLC

Articles of Organization
Page 3

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.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto subscribed my name this 5 day of February,
2003.



By: WILLIAM DELGADO *POA*
Member



By: GABRIEL BERNAL
Member



By: ANTONIO DELGADO *POA*
Member



By: EDUARDO DELGADO *POA*
Member

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POA

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 DEPARTMENT OF STATE
 PALM BEACH, FLORIDA

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

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:

For the Company

Date: 2/5/03

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