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Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0363

From: Account Name : FILINGS, INC.
Account Number : 022720000101
Phone : (850)385-6735
Fax Number : (754)641-4192

LIMITED LIABILITY COMPANY

USA MOBILE LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

USA MOBILE LLC

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida.

1. **NAME:** The name of the company shall be **USA MOBILE LLC**, and shall be hereinafter referred to as the "Company".

2. **DURATION:** The period of duration of the Company shall be perpetual.

3. **PRINCIPAL OFFICE:** The mailing address and principal office of the Company is 6401 SW 87 AVENUE, SUITE 202, MIAMI, FL 33173.

4. **REGISTERED AGENT AND OFFICE:** The name of the registered agent of the Company within the State of Florida shall be Luis F. De La Cruz, Jr., whose street address is 95 Merrick Way, Suite 440, Coral Gables, FL 33134.

5. **MEMBERS:** This limited liability company shall have 3 members whose names and addresses are as follows:

5.1 TOSI LLC, 1400 SW 2ND AVENUE, MIAMI, FL 33129.

5.2 BERCOS INVESTMENT CORP., 6401 SW 87 AVENUE, SUITE 202, MIAMI, FL 33173.

5.3 CARLOS IGNACIO GARCIA, 1400 SW 2ND AVENUE, MIAMI, FL 33129.

No additional members shall be admitted unless all members of the Company, (including all additional members other than original members) shall unanimously agree, and on such terms and conditions as shall they agree unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this Company, shall terminate the Company, unless the remaining members shall unanimously agree to continue the business of the Company, in which event, the Company shall not so terminate.

Luis F. De La Cruz, Jr.,
95 Merrick Way, Suite 440
Coral Gables, FL 33134
305/448-0100
Fl. Bar No.: 278459

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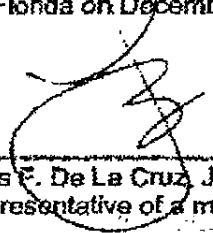
6. **MANAGEMENT:** The management of the Company is reserved to the managers of the Company. The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members of the Company.

The names and addresses of the managers of the Company are:

6.1 JAIME COSTA, 1400 SW 2ND AVENUE, MIAMI, FL 33129.

6.2 JOHN SIERRA, 1400 SW 2ND AVENUE, MIAMI, FL 33129.

IN WITNESS WHEREOF, the undersigned subscribes to these Articles of Organization in Miami-Dade County, Florida on December 17, 2003.



Luis F. De La Cruz, Jr., as authorized
representative of a member.

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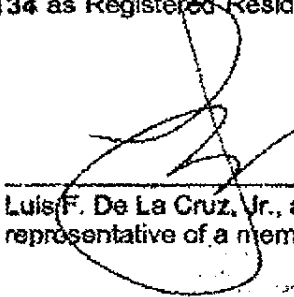
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

USA MOBILE LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named **Luis F. De La Cruz, Jr.**, located at **95 Merrick Way, Suite 440, Coral Gables, FL 33134** as Registered Resident Agent to accept Service of Process within this State.

December 17, 2003.



Luis F. De La Cruz, Jr., as authorized
representative of a member.

Having been named to accept Service of Process for the above-stated limited liability company at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

December 17, 2003.



Luis F. De La Cruz, Jr.
(Registered Resident Agent)

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