

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

E-SMART CONSULTING LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited Liability Company is:

E-SMART CONSULTING LLC

Article II. Address

The Company's street and mailing address is:

**INTERMEDIA CORP.BIZ LTD.
CCCT Torre A Piso 10 Ofc 1001 Chuao
Caracas, Miranda 1064
Venezuela**

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

**Florida Filing & Search Services, Inc.
1333 North Duval Street
Tallahassee, FL 32302**

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
800-441-5940**

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Article V. Management

This will be a member-managed company. The name of the initial members are:

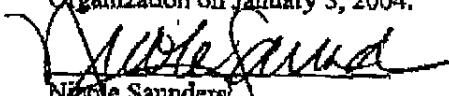
Paul Ortega-Medina, CCCT Torre A Piso 10 Oficina 1003, Caracas 1064 Venezuela

Paul Ortega-Gonzalez, CCCT Torre A Piso 10 Oficina 1003, Caracas 1064 Venezuela

Article VI. Company Existence

The Company's existence shall begin effective upon filing of this document.

The undersigned authorized representative of a member executed these Articles of Organization on January 5, 2004.


Nicole Saunders
Authorized Representative

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TALLAHASSEE, FLORIDA

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CORPORATION:

REGISTERED AGENT/OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PRO Hall, President

Date: 1/5/04

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