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Division of Corporations

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Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : MACINTER CORPORATION
Account Number : I19980000043
Phone : (954)731-7848
Fax Number : (954)731-7242

LIMITED LIABILITY COMPANY

ECUATORIAL ENERGY LLC

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

The Undersigned authorized representative(s) for the purpose of forming a limited liability company under the Florida Limited Company Act, Chapter 608, F.S. hereby adopt(s) the following articles of organization.

Article I- Company Name

ECUATORIAL ENERGY LLC

The Company's complete mailing address is 9550 REGENCY SQUARE BLVD, SUITE 1000, JACKSONVILLE, FL 32225. The physical street address of the principal office of this limited liability company in the State of Florida shall be 9550 REGENCY SQUARE BLVD, SUITE 1000, JACKSONVILLE, FL 32225. The members may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

Article II Term of Existence

The company's existence shall terminate not later than December 31, 2034 unless dissolved according to Florida Law.

Article III- Nature of Business

This company may engage or transact in any lawful activities permitted under the laws of the United States, The State of Florida, any other state, country, territory or nation.

Article IV- Capital Contribution

The initial cash contribution subscribed to be contributed by members of the company is ONE THOUSAND AND 0/00 (\$1,000.00) DOLLARS in cash.

MEMBER: NETCELL S.A. CONTRIBUTION \$1,000.00

MACINTER CORPORATION
5440 North State Rd.7, Suite 218
Fort Lauderdale, FL 33319
Phone (954) 731-7848, Fax (954) 731-7242
E-mail: macinter@aol.com

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Article V- Organizer

The name(s) and street address(es) of the authorized organizer(s) to these articles of organization is (are)

Miguel A. Curci
5440 North State Rd 7, Suite 218
Fort Lauderdale, Florida 33319

Article VI- Registered Office and Registered Agent

The initial address of registered office of this Company is MACINTER CORPORATION, located at 5440 North State Rd. 7, Suite 218, Fort Lauderdale, Florida 33319. The name and address of the registered agent of this company is MACINTER CORPORATION, 5440 North State Rd 7, Suite 218, Fort Lauderdale, Florida 33319.

Article VII- Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company, the names and addresses of the managers of the company are as follows:

MIGUEL J SOLANO (Manager)
9550 REGENCY SQUARE BLVD, SUITE 1000, JACKSONVILLE, FL 32225

ELIZABETH MORALES (Manager)
9550 REGENCY SQUARE BLVD, SUITE 1000, JACKSONVILLE, FL 32225

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Article VIII- Admission of new members

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

Article IX- Termination of Existence

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

Article X- Amendment

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, or in any amendment hereto, or to add any provision to these Articles of Organization or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon members in these Articles of Organization or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, The undersigned authorized representative(s) have executed these articles of organization this March 8, 2004


Miguel A. Curci
Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
ORGANIZATION

MACINTER CORPORATION, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

MACINTER CORPORATION

By


Miguel A. Curci, President

Date: March 8, 2004

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