

**204000019370**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000053096 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : KALKAS BUSINESS SERVICES  
Account Number : I19980000015  
Phone : (305) 577-9716  
Fax Number : (305) 577-9718

APPROVED AND FILED  
04 MAR 11 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LIMITED LIABILITY COMPANY**

Pan American Telecom L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

RECEIVED  
04 MAR 11 PM 5:35  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

*DB*  
*3-12-04*

H04000053096 3

**ARTICLES OF ORGANIZATION**

**OF**

**PAN AMERICAN TELECOM L.L.C.**

The undersigned incorporator, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

**ARTICLE I NAME**

The name of the limited liability company shall be PAN AMERICAN TELECOM L.L.C.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this limited liability company is 6595 NW 36<sup>th</sup> Street, Suite 113, Miami, FL 33166.

**ARTICLE III EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE IV DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE V PURPOSES AND POWERS**

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 MAR 11 09:10:02

APPROVED  
AND  
FILED

H04000053096 3

H04000053096 3

**ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Martti Kalkas, 245 SE 1<sup>st</sup> Street, Suite 311, Miami, FL 33131.

**ARTICLE VII MANAGEMENT**

The Company is to be managed by a manager or managers and, the name and address of the initial Manager of the Company shall be:

Operating Manager: Francis Raymond Billaux  
13454 SW 91 Terrace  
Miami, FL 33186-1519

The Manager of the Company shall be elected by unanimously by the Members of the Company entitled to cast a vote.

**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 RIGHT OF FIRST REFUSAL**

Existing members are granted the Right of First Refusal with respect of any transfer or assignment of membership whether voluntary or involuntary.

**ARTICLE X TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or 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 one remaining member.

H04000053096 3

04 MAR 11 AM 10:02  
SECRETARY OF STATE  
ALLAHASSEE, FL 32310

APPROVED  
AND  
FILED

H04000053096 3

**ARTICLE XI MEMBERS**

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

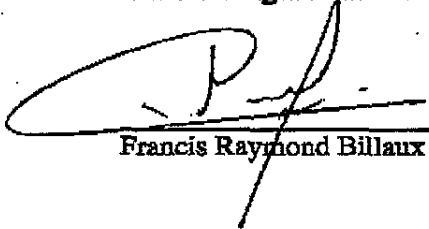
Jeraulienne, Inc.  
13454 SW 91 Terrace  
Miami, FL 33186

Pan American Financial Group, Inc.  
6595 NW 36<sup>th</sup> Street, Suite 113  
Miami, FL 33166

**ARTICLE XI CLASSIFICATION**

It is the intent of the members that the Company shall be classified as a partnership for federal income tax purposes.

The undersigned has executed these Articles of Organization this 4<sup>th</sup> day of March 2004.

  
Francis Raymond Billaux

H04000053096

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 MAR 11 AM 10:02

APPROVED  
AND  
FILED

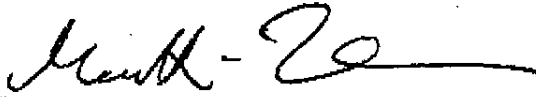
H04000053096 3

CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named as registered agent and to accept service of process for PAN AMERICAN TELECOM L.L.C., at the place designated in its Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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 as provided for in Chapter 608, F.S.

Dated: March 4<sup>th</sup> 2004.



Registered Agent

H04000053096 3

04 MAR 11 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVE  
AND  
FILED