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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN MAY - 3-2004

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Saluda Long Distance, LLC  
(Name of Limited Liability Company)

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TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Roy Gonzalez  
(Name of Person)

Roy Gonzalez, P.A.  
(Firm/Company)

7250 SW 39 ST  
(Address)

Miami, FL, 33155-6616  
(City/State and Zip Code)

For further information concerning this matter, please call:

Roy Gonzalez at (786) 512-9796  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION  
OF  
Saluda Long Distance, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Saluda Long Distance, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is:

Saluda Long Distance, LLC  
782 Northwest 42<sup>nd</sup> Avenue, Suite 210  
Miami, Florida, 33126

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida are:

Roy Gonzalez, Esq.  
Saluda Long Distance, LLC  
782 Northwest 42<sup>nd</sup> Avenue, Suite 210  
Miami, Florida, 33126

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the current members of the Company and on such terms and conditions as shall be determined by all the current 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 current members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on 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 unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial managers of the Company are:

**Mario Yerak**  
782 Northwest 42<sup>nd</sup> Avenue, Suite 210  
Miami, Florida, 33126

**Manager**

**Armando Castellano**  
782 Northwest 42<sup>nd</sup> Avenue, Suite 210  
Miami, Florida, 33126

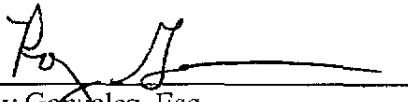
**Manager**

**Luis Latouche**  
782 Northwest 42<sup>nd</sup> Avenue, Suite 210  
Miami, Florida, 33126

**Manager**

**IN WITNESS WHEREOF**, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on April 21<sup>st</sup>, 2004.

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Roy Gonzalez, Esq.  
Organizer - Saluda Long Distance, LLC

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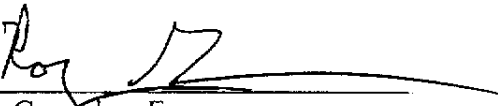
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 Saluda Long Distance, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Saluda Long Distance, LLC
2. The name and street address of the registered agent in Florida are:

Roy Gonzalez, Esq.  
Saluda Long Distance, LLC  
782 Northwest 42<sup>nd</sup> Avenue, Suite 210  
Miami, Florida, 33126

The undersigned, being the person named in the articles of organization of Saluda Long Distance, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated limited liability company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Roy Gonzalez, Esq.  
Registered Agent – Saluda Long Distance, LLC  
Date: April 21<sup>st</sup>, 2004

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**EXHIBIT "A" – CAPITAL CONTRIBUTIONS**

<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>
Saluda Networks International, Inc.	\$5000.00(US)

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