

Division of Corporations

Page 1 of 1

LO6000065146

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From:

Account Name : TAX HOUSE CORPORATION
Account Number : I20000000137
Phone : (954) 782-4000
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

XPS TELECOM, LLC

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H06000166994 3

ARTICLES OF ORGANIZATION OF:

XPS TELECOM, LLC

The undersigned subscriber to these Articles of Organization is a Natural Person competent to contract and hereby form a Limited Liability Company under the provisions of Chapter 608.407 of the Florida Statutes.

ARTICLE I – NAME

The name of this Limited Liability Company shall be
XPS TELECOM, LLC
(Hereinafter, "Company").

ARTICLE II – ADDRESS

The principal office address of this Company shall be:
6930 Rue Versailles # 7 – Miami Beach, FL 33141
and the mailing address of this Company shall be:
6930 Rue Versailles # 7 – Miami Beach, FL 33141

ARTICLE III – DURATION / TERM OF EXISTENCE

This Company shall commence its existence on the date of the filing of these Articles with the Department of State. The existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV – PURPOSE OF BUSINESS AND POWERS

This Company may engage in any legal and lawful activity or business permitted under the laws of the United States and of this state. This Company may exercise all power and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of this Company shall contribute to the capital of the Company the cash or property set forth in a written subscription agreement.

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Phone (954) 782-4000 – Fax (954) 782-8252
Phone (954) 725-4600 – Fax (954) 785-2231
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Phone (508) 620-6500 – Fax (508) 620-6003

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ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to this Company except with the unanimous consent of the majority of the members of this Company and on the terms determined by these Articles of Organization.

ARTICLE VIII – RESTRICTION ON MEMBERSHIP

A member may transfer his or her interest in this Company as set forth in the regulations of this Company, but the transferee shall have no right to participate in the management of the business and affairs of this Company or become a member unless the majority of the members of this Company other than the member proposing to dispose of his or her interest approve the proposed transfer by written consent.

ARTICLE IX – MANAGEMENT

This Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of this company. These regulations may contain any provisions for the regulation and management of the affairs of this Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial members who shall serve as the initial manager(s) and the successor(s) is (are) elected and qualify (iers) in accordance with the regulations of this Company is (are) as follow:

NAME	ADDRESS
Gustavo Machado Member/Manager	6930 Rue Versailles # 7 Miami Beach, FL 33141
Leonardo David Cunha Member/Manager	6930 Rue Versailles # 7 Miami Beach, FL 33141

ARTICLE X – AMENDMENT

These Articles of Organization may be amended in accordance with the Florida Limited Liability Company Act.

TAX PREPARATION &
ACCOUNTING SERVICES

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ARTICLE XI – MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this Company, the remaining members shall have the right to continue the business provided there is at least one remaining member.

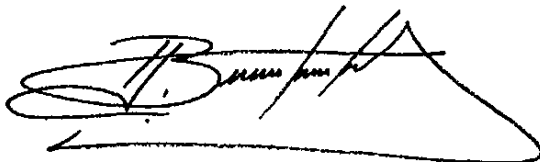
ARTICLE XII – DISSOLUTION

This Company may be dissolved at any time on the affirmative vote of at least two thirds (2/3) of majority of the members of this Company entitled to vote thereon. On dissolution, the Company's property and assets shall, after payment of all debts of the Company, be distributed to the members according to the preceding contribution of each one to the capital of this Company.

ARTICLE XIII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company shall be **1261 E Sample Road, Pompano Beach, FL, 33064**, and the name of the initial registered agent of this Company at that address is **Tax House Corporation**.

IN WITNESS WHEREOF, the undersigned being the original members/organizers here in above named for the purpose of forming a Company to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Company, here by declaring and certifying that the facts herein stated all true set forth and hereunto set our hands and seals this **June 27, 2006**.



Tax House Corporation - Registered Agent
Breno Gomes - President



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Company is ***XPS TELECOM, LLC***
2. The name and address of the registered agent and office is:

TAX HOUSE CORPORATION

Registered Agent

1261 E Sample Road

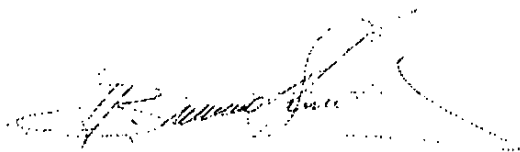
Address

Pompano Beach, FL 33064

City - State - Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my position as registered agent as provided for in Chapter 608 - F.S.



Breno R. Gomes - President (Signature)

June 27, 2006

(Date)

TAX HOUSE

TAX PREPARATION &
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income tax

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