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FLORIDA/FOREIGN LIMITED LIABILITY CO.

eurocell group, llc

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7

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ARTICLES OF ORGANIZATION
OF
EUROCELL GROUP, LLC

THE UNDERSIGNED HEREBY CERTIFY that the members described in Article V have associated themselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be **EUROCELL GROUP, LLC** and its principal place of business shall be in the city of **Miami**, county of **Miami-Dade**, State of **Florida**, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any

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political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any acts which a limited liability company may do, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of US\$100.00 cash shall be paid to the limited liability company by the members in proportion to their membership's interests. Additional Contributions will be made as required for investment purposes, as determined by consent of the majority of the members. Members will make contributions in proportion to their membership interests.

Prepared by:
Law Office of Robert M. Jones, P.A.
2000 North Orange Avenue, Suite 1700
Miami, Florida 33137

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**ARTICLE IV
PROFITS AND LOSSES**

- (a) **Sharing of Profits.** The members shall be entitled to the net profit arising from the operation of the limited liability company business that remains after the payment of the expenses of conducting the business of the limited liability company. Members shall be entitled to a distributive share of the profits in proportion to their membership interests. The distributive share of the profits shall be determined and, by majority consent of the members, paid to the members on such date or dates as the members shall specify.
- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

**ARTICLE V
POWERS AND MANAGEMENT**

This limited liability company shall be managed by the members. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. The names of the members are as follows:

NEM LTDA.....51%

Zona Franca, Iquique

Mauricio P Galpon IC

Iquique, Chile

Saturnino Favin Zazo.....49%

5880 Collins Ave. Ste 504

Miami, FL 33140

**ARTICLE VI
MAJORITY OF MEMBERS DEFINED.**

Each member of the Company in Article V above shall be entitled to vote upon each matter submitted to a vote at the meeting of Members. The majority of the members representing ownership of more than fifty-one percent (51%) of the total contributed capital is required in order for approval of each matter submitted to vote. This article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

Prepared by:
Law Office of Kenneth W. Linder, P.C.
ATTORNEYS AT LAW
Miami, FL 33131

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**ARTICLE VII
DURATION**

This limited liability company shall exist until the date 30 years from the date of filing these Articles of Organization with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS**

The principal office and mailing address of this limited liability company shall be:

5880 Collins Ave. Ste 504
Miami, FL 33140

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the address of the initial registered office of the limited liability company are:

Saturino Farto Zayas
5880 Collins Ave. Ste 504
Miami, FL 33140

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by consent of the majority of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability Company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with a written consent of the majority of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon consent of the majority of such remaining members.

Witness my hand and seal of the Department of State, this 11th day of March, 2007.

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ARTICLE XI
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. Approval of the Members' majority stipulated in Article VI above is required to enter into any contract or instrument in the name and on behalf of the Company.

Section 2. LOANS. No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the majority of the Members stipulated in Article VI above.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company, shall be signed by a majority of the Members of the Company who are designated as authorized signers on the particular account. From time to time Section 3 can be amended by resolution of the members.

The undersigned, being one of the original members of the limited liability company, hereby certifies that:

The foregoing constitutes the proposed Articles of Organization of **EUROCELL GROUP, LLC.**

1. The total amount of cash contributed by the member(s) is US\$ 100.00.
2. The total amount of cash anticipated to be contributed by member(s) is US\$100.00. This total includes amounts from 2 above.

Executed by the undersigned this _____


Saturnino Exilio Zunzo

Deposited by
State Office of Revenue & General Tax
San Francisco, California 94542
March 1, 2007

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the limited liability company is:
EUROCELL GROUP, LLC
2. The name and address of the registered agent and office is:

**Saturnino Favin Zuzzo
5880 Collins Ave. Ste 504
Miami, FL 33140**

Having been named as Registered Agent and to accept service of process for the above named limited liability Company at the place designated in this certificate, 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.


Saturnino Favin Zuzzo

Date: X 28 02 07

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Prepared by
Law Office of Kenneth C. Goss, P.A.
500 Brickell Avenue, Suite 700
Miami, Florida 33130

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