

L07000039758

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.

(((H07000096035 3)))



H07000096035ABC/

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 : GREENSPOON MARDER, P.A.
Account Number : I19990000182
Phone : (954) 491-1120
Fax Number : (954) 267-8013

2007 APR 12 A 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AL

RECEIVED

07 APR 12 AM 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

NUTEL-IP, LLC

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF ORGANIZATION
OF
NUTEL-IP, LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

NUTEL-IP, LLC

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

FILED
2001 APR 12 A 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the Company is: **3405 NW 9th Avenue, Suite 1204, Fort Lauderdale, Florida 33309.**

5. **REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the Company is: **Lydia Reid, 5077 NW 7th Street, Suite 1604 Miami, FL 33126.**

6. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company

shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. **MANAGEMENT**

The Company is to be managed by a Manager. The name and address of the Manager who is to serve as the Manager until the first annual meeting of members or until its successor is elected and qualified is:

Aklee Communications, LLC
5077 NW 7th Street, Suite 1064
Miami, FL 33126

9. **MEMBERS**

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

Aklee Communications, LLC
5077 NW 7th Street, Suite 1064
Miami, FL 33126

German Ed Vesga
3405 NW 9th Avenue, Suite 1204
Fort Lauderdale, FL 33309

10. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing

2007 APR 12 A 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

11. **RETURN OF CAPITAL**

No member shall have the right to demand the return of the Member's contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

12. **AMENDMENT TO ARTICLES OF ORGANIZATION OR TO REGULATIONS**

Pursuant to Sections 608.411(1) and 608.423(1) of the Act, the Members of the Company may adopt, alter, amend or repeal any provision of the Articles of Organization and any regulations upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

IN WITNESS WHEREOF, the undersigned as Manager has executed these Articles of Organization this 2nd day of April, 2007.

IN WITNESS WHEREOF, the undersigned as Manager has executed these Articles of Organization this 2nd day of April, 2007.

AKILEE COMMUNICATIONS, LLC, a
Florida Limited Liability Company


Gary Reid
Manager


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

PURSUANT TO THE PROVISIONS OF SECTION 808.415 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 **NUTEL-IP, LLC**
2. The name and address of the registered agent and office is:

Lydia Reid
3405 NW 9th Avenue, Suite 1204,
Fort Lauderdale, FL 33309

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 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.


Lydia Reid
Registered Agent

Dated: April 9, 2007.

G:\DOCS\COR\11514\0001\GCRP\25R3804.DOC

2007 APR 12 A 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED