

# 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.

(((H07000240940 3)))



H070002409403ABC

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

Exom:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255
Phone: (305)634-3694
Fax Number: (305)633-9696

# FLORIDA/FOREIGN LIMITED LIABILITY CO.

ip nu-tel communications, lic

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

Electronic Filing Menu

Corporate Filing Menu

9/27/2007 10:16 AM

9696889908

10/01/5007 11:31

l of l

PAGE 02/06

F COKE KIL

EMPIRE CORP KIT

'850-817-6381 10/1/2007 9:12 PAGE 001/001 Florida Dept of State

September 28, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: IP NU-TEL COMMUNICATIONS, LLC

REF: W07000048174

We have received your document for IP NU-TEL COMMUNICATIONS, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

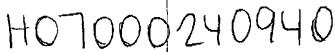
Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," which may implicate otherwise. Please delete any references to terms such as "shares," stockholders, "shareholders" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline Document Specialist FAX Aud. #: H07000240940 Letter Number: 707A00057013

P.O BOX 6327 - Tallahassee, Florida 32314



# ARTICLES OF ORGANIZATION

#### FOR

#### IP NU-TEL COMMUNICATIONS, LLC

# **ARTICLE 1 - NAME**

The name of the Limited Liability Company is:

#### IP NU-TEL COMMUNICATIONS, LLC

#### **ARTICLE IJ - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: Presidential Circle, 4000 Hollywood Boulevard, Ste. 435 South, Hollywood, FL 33021.

# **ARTICLE III - DURATION**

"The period of duration for the Limited Liability Company shall be perpetual.

#### **ARTICLE IV - MANAGEMENT**

- 4.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.
- 4.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and address of the initial managers of the Limited Liability Company are:

Mark D. Cohen , Esq. 4000 Hollywood Blvd. Suite 435 South Hollywood , Fl 33021

1

#### ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

# ARTICLE VI - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right-to continue the business of the Limited Liability Company, upon the 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 of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstarding Members Shares of the Limited Liability Company.

#### **ARTICLE VII - OFFICERS**

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

## ARTICLE VIII - AMENDMENT OF ARTICLES OF ORGANIZATION

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

3026333636

# ARTICLE IX - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 2 day of 1 d

Mark D. Cohen, Edg Manager and authorized representative of the members of the Limited Liability Company

3

H07000240940

# 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

## IP NU-TEL COMMUNICATIONS, LLC

2. The name of the Florida street address of the registered agent is:

Mark D. Cohen, Esq. Mark D. Cohen, P.A. Presidential Circle, Ste. 435 South 4000 Hollywood Blvd. Hollywood, FL 33021

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.

MARK D/COHEM, Registered Agent

4

HO7000/240940