

W7000099690

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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305)634-3694
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SEP 30 2007
TALLAHASSEE, FLORIDA

2007 OCT -1 PM 3:40

FLORIDA/FOREIGN LIMITED LIABILITY CO.

ip nu-tel communications, llc

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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," "stock," "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 SpecialistFAX Aud. #: H07000240940
Letter Number: 707A00057013

P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

FOR

IP NU-TEL COMMUNICATIONS, LLC

ARTICLE I - NAME

The name of the Limited Liability Company is:

IP NU-TEL COMMUNICATIONS, LLC

ARTICLE II - 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

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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 outstanding 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.

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 12 day of Oct, 2007.



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

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SEC. OF STATE
TALLAHASSEE, FL 32310

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**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. COHEN, Registered Agent

2007 OCT - 1 PM
SECTION 808.415
TALL, SECRETARY

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