

L95000000780

EDUARDO ARANGO, P.A.  
A PROFESSIONAL ASSOCIATION

1313 PONCE DE LEON BOULEVARD  
SUITE 301  
CORAL GABLES, FLORIDA 33134

October 4, 1995

TELEPHONE: (305) 441-0770  
FAX: (305) 443-6023

600001605136  
-10/10/95--01070--001  
\*\*\*\*337.50 \*\*\*\*337.50

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida

Re: **Equitel U.S.A., Limited Company**

Gentlemen:

With reference to the above captioned, enclosed  
please find:

1. Two (2) counterparts of the Articles of  
Organization of Equitel U.S.A., Limited Company.
2. Our check for \$337.50 to cover your fees.

Please return to us a certified copy of the  
Articles of Organization.

Sincerely yours,

EDUARDO ARANGO

EA:ab  
Encls.

Dmc  
10/13/95

Called 10-16-95  
Concerning the filing  
requirements of this L.L.C.  
Eduardo Arango decided we wish to  
make changes.

FILED  
95 OCT 10 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
EQUITEL U.S.A., LIMITED COMPANY

FILED

95 OCT 10 AM 11:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purpose of forming a limited liability company under the laws of the State of Florida, adopt the following Articles of Organization.

ARTICLE I

NAME

The name of this limited liability company is:

**EQUITEL U.S.A., LIMITED COMPANY**

ARTICLE II

NATURE OF BUSINESS

This limited liability company is organized for the purposes of engaging in any and all lawful business permitted under the laws of the United States of America for which limited liability companies may be incorporated under the Limited Liability Company Act, as amended.

Among other, this limited liability company shall have full power and lawful authority to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, or use, or otherwise deal in or with, real or personal property, or an interest in real or personal property, wherever situated; to import and export, issue, execute, assign, and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations;

to secure any indebtedness due to it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements in assignments or personal property or other security. It may enter into contracts or sub-contracting; it shall have the power to do all types of work related to the construction industry. It may elect or appoint managers and agents of the company, define their duties, and fix their compensation. It may make and alter its regulations, not inconsistent with these Articles or the laws of the State of Florida, for the administration and regulation of the affairs of the company.

The business of the limited liability company is from time to time to do any one or more or all of the acts and things set out above, or any other deemed convenient or necessary, and it shall have the right to conduct its business in all its branches, in or outside the State of Florida, or in any other state, territory or dependency of the United States, or in foreign countries.

### ARTICLE III

#### INITIAL CAPITAL CONTRIBUTIONS

The total amount of capital contributions with which this limited liability company will begin business is not less than ONE THOUSAND DOLLARS (\$1,000.00). Members may contribute additional capital if unanimously agreed or may lend monies to the corporation as required. Members

shall have proportional right of first refusal as to other Member's shares.

#### ARTICLE IV

##### TERM OF EXISTENCE

This limited liability company is to exist perpetually. It shall commence its existence on the date of filing these Articles of Organization with the Department of State and shall exist perpetually or until dissolution of the limited liability company pursuant to the provisions of the Florida Limited Company Act.

#### ARTICLE V

##### INITIAL REGISTERED AGENT & OFFICE AND PRINCIPAL OFFICE

The Registered Agent of this limited liability company is CARLOS ANLLO. The office of the Registered Agent is located at 126 Madeira Avenue, Coral Gables, Florida 33134. The principal office of the limited liability company shall be at 126 Madeira Avenue, Coral Gables, Florida 33134.

#### ARTICLE VI

##### MEMBERS

This limited liability company shall consist initially of two (2) members. The number of members may be increased or decreased from time to time upon application for membership and by the unanimous consent of the members but shall never be less than two (2). This limited liability company shall be managed as hereinafter stated.

The members shall appoint a number of Directors which shall never be less than two (2) nor more than six (6). These Directors shall have the management and control of the limited liability company by delegation from the members. They shall establish the general policies of the limited liability company.

The Board will submit to the members applications for additional membership and the consideration which they feel should be contributed by the applicants for their participation in the limited liability company.

The initial Board of Directors consists of six (6) Directors, who are:

CARLOS ANLLO  
126 Madeira Avenue  
Coral Gables, FL 33134

JOSE E. DE LA TORRIENTE  
126 Madeira Avenue  
Coral Gables, FL 33134

JOSE E. DE LA TORRIENTE, JR.  
126 Madeira Avenue  
Coral Gables, FL 33134

MARCELINO MAIDANA  
Avenida E. Ayala 3395 y  
Republica Argentina  
Asuncion, Paraguay

JAVIER MAIDANA  
Avenida E. Ayala 3395 y  
Republica Argentina  
Asuncion, Paraguay

MIGUEL CANAN  
Avenida E. Ayala 3395 y  
Republica Argentina  
Asuncion, Paraguay

Said Board of Directors shall appoint the Officers of the limited liability company who will represent the limited liability company in all matters concerning the daily affairs of the limited liability company and who will represent same in any and all matters concerning third parties. The initial Officers of the limited liability company shall be:

President:	JOSE E. DE LA TORRIENTE
Vice President:	MARCELINO MAIDANA
Treasurer:	JOSE E. DE LA TORRIENTE, JR.
Secretary:	CARLOS ANLLO

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF

EQUITEL U.S.A., LIMITED COMPANY

FILED

95 OCT 10 AM 11:40

SECRETARY OF STATE  
TAMPA, FLORIDA

The undersigned member of EQUITEL U.S.A., LIMITED COMPANY, deposes and states:

1. The above named limited liability company has two (2) members and shall have at least two (2) members throughout its existence.

2. The total amount of cash contributed by each one of the members to date is:

Tropical Trading Corp., a Florida corporation	\$500.00
Equitel S.R.L., a Paraguayan corporation	\$500.00

for a total contribution of \$1,000.00.

3. The agreed value of property other than cash contributed by each member is: none. The description of the property is: none.

4. The total amount of cash or property anticipated to be contributed by each of the members is:

Tropical Trading Corp., a Florida corporation	\$500.00
Equitel S.R.L., a Paraguayan corporation	\$500.00

for a total of \$1,000.00. This total includes amounts from 2 and 3 above.

TROPICAL TRADING CORP.

By:

Carlos Anllo President

SWORN TO and subscribed before me this 29 day of September, 1995, by CARLOS ANLLO, as President of TROPICAL TRADING CORP., who is personally known to me and who took an oath.

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA  
EDUARDO ARANGO  
COMMISSION NO. CC 284555  
MY COMMISSION EXPIRES  
MAR. 11, 1997

[Signature]  
Notary Public, State of Florida

The names and addresses of the initial members, consisting of two (2) members, are:

TROPICAL TRADING CORP.  
126 Madeira Avenue  
Coral Gables, FL 33134

Member  
(50% interest)

EQUITEL S.R.L.  
Avenida E. Ayala 3395 y  
Republica Argentina  
Asuncion, Paraguay

Member  
(50% interest)

#### ARTICLE VII

##### NEW AND SUBSTITUTE MEMBERS

The members of the corporation may be increased by a vote of members representing interests of 100%.

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, the remaining member or members shall have the right to continue the limited liability company and its businesses; provided, however, that the rights, if any, of the terminated member shall inure to the benefit of the heirs or successors in interest of the non-continuing member.

#### ARTICLE VIII

##### SUBSCRIBER

The name and address of the subscriber and the incorporator and the number of shares which it and the other non-incorporating member agree to take are:

TROPICAL TRADING CORP  
126 Madeira Avenue  
Coral Gables, FL 33134

500 shares (50%)

EQUITEL S.R.L.  
Avenida E. Ayala 3395 y  
Republica Argentina  
Asuncion, Paraguay

500 shares (50%)

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal this 29<sup>th</sup> day of SEPTEMBER, 1995.

TROPICAL TRADING CORP.

By:

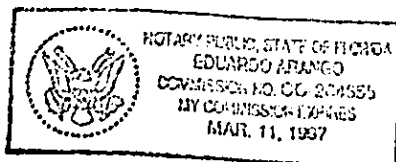
Carlos Anllo  
Carlos Anllo, President

STATE OF FLORIDA :  
COUNTY OF DADE : SS:

I HEREBY CERTIFY that on this 29 day of September,  
1995, before me, a Notary Public, authorized in the State and  
County named above to take acknowledgments, personally appeared  
CARLOS ANLLO, as authorized representative of the Member,  
Tropical Trading Corp., to me well known to be the person  
described in as the President of the Member and who executed  
the foregoing Affidavit and Articles of Organization,  
acknowledged before me that the subscribed to these Affidavit  
and Articles of Organization, and the facts therein are truly  
set forth.

WITNESS my hand and official seal at Miami, Dade County,  
Florida, the year and day aforesaid.

My Commission Expires:



[Signature]  
Notary Public, State of Florida at  
Large




**FILED**  
SEP 10 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Section 608.415, Florida Statutes,  
the following is submitted:

FIRST: That **EQUITEL U.S.A., LIMITED COMPANY**,  
desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business  
being at 126 Madeira Avenue, Coral Gables, Florida 33134,  
has named **CARLOS ANLLO** of 126 Madeira Avenue, Coral Gables,  
Florida 33134, as its agent to accept service of process  
within Florida.

Having been named to accept service of process  
for the above stated company, at the place designated  
in this certificate, I hereby agree to act in this  
capacity, and I further agree to comply with the  
provisions of all statutes relative to the proper and  
complete performance of my duties.

  
\_\_\_\_\_  
CARLOS ANLLO  
Registered Agent

DATED: 9-29-95

**FILE NOW: Fee after May 1, will be \$263.75**

APPROVED  
AND  
FILED

1996 FEB -8 AM 8:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

FILING FEE  
\$ 238.75

Annual Report \$100.00 • \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

**DOCUMENT #L95000000780**

1. Name and Mailing Address  
of Limited Liability Company

EQUITEL U.S.A., LIMITED COMPANY  
126 MADEIRA AVENUE  
CORAL GABLES FL 33134

1a. Principal Place of Business Address

126 MADEIRA AVENUE  
CORAL GABLES FL 33134

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business

2a. Mailing Address

3. Date Organized or Qualified

3a. State of Formation

10/10/1995

FL

Suite, Apt. #, etc.

Suite, Apt. #, etc.

4. FEI Number

#65-0613526

☐ Applied For

☐ Not Applicable

City & State

City & State

Zip

Country

Zip

Country

5. Date of Last Report

6. Certificate of Status Desired

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

ANLLO, CARLOS  
126 MADEIRA AVENUE  
CORAL GABLES FL 33134

Name

300001719603

Street Address (P.O. Box Number is Not Applicable)

-02/20/96--01114--011  
\*\*\*238.75 \*\*\*\*238.75

Suite, Apt. #, etc.

City

FL

Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.506, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
SD	ANLLO, CARLOS	126 MADEIRA AVENUE	CORAL GABLES FL
PD	DE LA TORRIENTE, JOSE	126 MADEIRA AVENUE	CORAL GABLES FL
TD	DE LA TORRIENTE, JOSE	126 MADEIRA AVENUE	CORAL GABLES FL
VD	MAIDANA, MARCELINO	AVENIDA E AYALA 3395 Y REP	ASUNCION, PARAGUAY
MEM	TROPICAL TRADING COR,	126 MADEIRA AVENUE	CORAL GABLES FL
MEM	EQUITEL S.R.L.,	AVENIDA E AYALA 3395 Y REP	ASUNCION, PARAGUAY

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

CARLOS ANLLO

2-05-96 (305)885-4511.

Date

Daytime Phone #

L95000000780

EDUARDO ARANGO, P.A.  
A PROFESSIONAL ASSOCIATION

1313 PONCE DE LEON BOULEVARD  
SUITE 301  
CORAL GABLES, FLORIDA 33134

March 18, 1996

TELEPHONE: (305) 441-0770  
FAX: (305) 443-6023

17.50

Secretary of State  
Corporations Division  
The Capitol  
Tallahassee, Florida

800001753148  
-03/21/96--01038--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50  
500001783565  
-04/17/96--01030--005  
\*\*\*320.00 \*\*\*\*\*17.50

Re: Equitel U.S.A. Limited Company

Gentlemen:

With reference to the above captioned, enclosed  
please find:

- a) Two counterparts of the Articles of Amendment.
- b) Our check for \$87.50 to cover your filing fee  
of \$35 and for a certified copy of the  
Amendment (\$52.50)

Please return to us a certified copy of the  
Articles of Amendment Certificate showing the  
recording information.

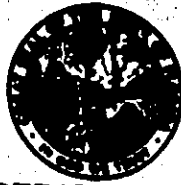
Sincerely yours,

EDUARDO ARANGO

EA:ab  
Encls.

SH 4/5  
Amend.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 12 AM 10:55



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**March 27, 1996**

**Eduardo Arango, P.A.**  
**1313 Ponce De Leon Blvd.**  
**Suite 301**  
**Coral Gables, FL 33134**

**SUBJECT: EQUITEL U.S.A., LIMITED COMPANY**  
**Ref. Number: L95000000780**

**We have received your document for EQUITEL U.S.A., LIMITED COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.**

**We are enclosing forms for filing an amendment and increasing the amount of capital contributions. It appears in the amendment that the capital contributions may be changing. If so, please complete the form. The filing fee is \$250. In the amendment, please provide a street address for the new member.**

**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 (904) 487-6908.**

**Steven Harris**  
**Corporate Specialist**

**Letter Number: 396A00013978**

**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 12 AM 10:55

EQUITEL U.S.A., LIMITED COMPANY  
(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The date of filing of the articles of organization was October 10, 1995

**SECOND:** The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

**ARTICLE IV  
TERM OF EXISTENCE**

This Limited Liability Company is to exist for a period of 50 years. It shall commence its existence on the date of filing these Articles of Organization with the Department of State and shall exist for a period of 50 years or until dissolution of the Limited Liability Company pursuant to the provisions of the Florida Limited Company Act.

The street address of the new member, Marcelino Maidana Scappini, is the following: Avenida E. Ayala 3395 y Republica Argentina, Asuncion, Paraguay.

Dated April 9, 19 96.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member

JOSE E. DE LA TORRIENTE, President  
\_\_\_\_\_  
Typed or printed name of person signing

L95000000780

LAW OFFICES  
**EDUARDO ARANGO, P.A.**  
A PROFESSIONAL ASSOCIATION

1313 PONCE DE LEON BOULEVARD  
SUITE 301  
CORAL GABLES, FLORIDA 33134

April 9, 1996

TELEPHONE: (305) 441-0770  
FAX: (305) 443-6028

\$ 302.50

Mr. Steven Harris  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SH 4/5

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 12 AM 10:58

Re: EQUITEL U.S.A., LIMITED COMPANY  
No. L95000000780

Dear Mr. Harris:

With reference to the above captioned, enclosed please find:

- a) Copy of your letter of March 27, 1996.
- b) Certificate of Amendment.
- c) Supplemental Affidavit of Capital Contributions for a Limited Liability Company.
- d) Our check for \$320, which together with the check you have in your possession of \$87.50, will cover the following:

Filing fee for Amendment	\$ 52.50
Certified copy of Amendment	52.50
Filing fee for Affidavit	250.00
Certified copy of Affidavit	52.50

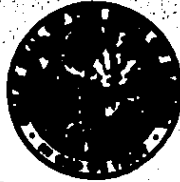
200001783572  
-04/17/96--01030--005  
\*\*\*\*320.00 \*\*\*\*302.50

After you have filed the Amendment and Affidavit, please remit to us a certified copy of both.

Sincerely yours,

EDUARDO ARANGO

EA:ab  
Encls.



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**March 27, 1996**

**Eduardo Arango, P.A.**  
**1313 Ponce De Leon Blvd.**  
**Suite 301**  
**Coral Gables, FL 33134**

**SUBJECT: EQUITEL U.S.A., LIMITED COMPANY**  
**Ref. Number: L9500000780**

**We have received your document for EQUITEL U.S.A., LIMITED COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.**

**We are enclosing forms for filing an amendment and increasing the amount of capital contributions. It appears in the amendment that the capital contributions may be changing. If so, please complete the form. The filing fee is \$250. In the amendment, please provide a street address for the new member.**

**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 (904) 487-6908.**

**Steven Harris**  
**Corporate Specialist**

**Letter Number: 396A00013978**

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL  
CONTRIBUTIONS FOR A LIMITED LIABILITY  
COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 12 AM 10:58

The undersigned member or authorized representative of a member of  
EQUITEL U.S.A., LIMITED COMPANY

a limited liability company, executes this supplemental affidavit filed pursuant to section 608.412, Florida Statutes.

The total amount of the capital contributions of the members is \$5,500.00.  
If contributions include other than cash, a description and agreed value of property  
must be attached. All contribution has been in cash.

Dated April 9, 1996

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member

JOSE E. DE LA TORRIENTE, President  
\_\_\_\_\_  
Typed or printed name of signer

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Filing fee: \$250.00  
Certified copy: \$ 52.50 (optional)