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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 172 W. LAGLER ST
STATE OF FLORIDA TALLAHASSEE, FL 32399
FAX: (904) 922-4000

(((H96000010781))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY

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ENCLOSURE

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ARTICLES OF ORGANIZATION OF
AVStep, L.C.

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SECRETARY OF STATE
TALLAHASSEE

(10)

The undersigned hereby certify that we have associated ourselves together 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. We 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 AVStep, L.C., and its principal place of business shall be 1550 S. Dixie Highway, Suite 213, Coral Gables, County of 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 political or administrative subdivision, or department thereof, and to

Page 1

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H96000010781

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perform and carry out, assign, cancel, or renew 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 act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

The initial capital contributions shall be as follows:

<u>Name</u>	<u>Contributions</u>
Tepcom, Inc. a Fla. corp.	\$250.00
Audio Video Sistemas, SRL	\$250.00

The contributions stated above consisting of cash have an agreed

Page 2

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H95000010781

H96000010781

total firm market value of \$500.00. Additional contributions may be made as required and as determined by unanimous action of the members.

ARTICLE IV
PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an allocation of profits on the basis of the member's relative capital account. The distributive share of the profits shall be determined and, only by unanimous consent of the members, paid to the members on such date or dates as the members shall specify.

2. 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
LIMITED LIABILITY COMPANY POWERS,
MANAGEMENT AND REGULATIONS

This limited liability company shall be managed by the members in proportion to their contributions to the capital of the company. 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 and addresses of the persons who shall serve as such until the first annual meeting of members or until their successor(s) are elected and qualify are as follows:

Allan Tepper on behalf of Tepcom, Inc.,
1550 S. Dixie Highway, Suite 213,
Coral Gables, Florida 33146; and

Alejandro Perelman on behalf of
Audio Video Sistemas, SRL
1550 S. Dixie Highway, Suite 213,
Coral Gables, Florida 33146

This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

No regulation of this limited liability company may be adopted, changed or revoked without the approval of the members holding at least 51% of the membership interests.

Page 3

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H96000010781

ARTICLE VI 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 VII PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal of office of this limited liability company shall be located at 1550 S. Dixie Highway, Suite 213, Coral Gables, Florida 33146.

ARTICLE VIII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the limited liability company is Allan Tepper, whose address is 1550 S. Dixie Highway, Suite 213, Coral Gables, Florida 33146.

ARTICLE IX RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. 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 as provided in the regulations of the company or a written agreement among the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other 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 unanimous consent of such remaining members.

ARTICLE X RECITATIONS

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of AVStep, L.C.; that the company has at least two members; that the amounts of cash or agreed value and description of property other cash contributed by the members as set forth in Article III are true and correct.

Page 4

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H96000010781

H96000010781

Executed by the undersigned at Dade County, Florida, on the
15th day of July, 1996.

TEPCOM, INC., a Florida corp.

Allen Tepper President
By: Allen Tepper, President

AUDIO VIDEO SISTEMAS, SRL,
an Argentina corp.

Alexandro Perelman
By: Alexandro Perelman,
President

STATE OF FLORIDA)

SS

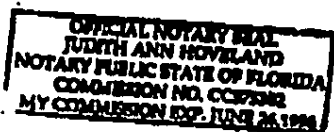
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Allan Tepper, President of Tepcom, Inc., a Florida corp. known to me or who produced an identification Driver's License and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of July, 1996.

Judith Ann Howland
Name: Judith Ann Howland
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



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REPUBLIC OF ARGENTINA
CITY OF BUENOS AIRES
EMBASSY OF THE UNITED
STATES OF AMERICA

SS

BEFORE ME, an officer duly authorized to take acknowledgements, personally appeared Alejandro Perelman, President of Audio Video Sistemas, SRL, an Argentinean corporation known to me or who produced me identification as a resident and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, in the Country aforesaid, this 26 day of July, 1996.

Russell W. Jones, Jr.
Name:
Title:

My Commission does not expire.

RUSSELL W. JONES, JR.
Vice - Consul
United States of America

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Page 6

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EMPIRE CORPORATE KIT

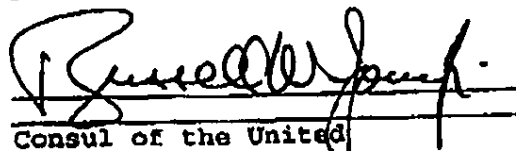
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CERTIFICATE OF ACKNOWLEDGEMENT OF EXECUTION OF AN INSTRUMENT

Republic of Argentina)
City of Buenos Aires)
Embassy of the United) no.
States of America)
RUSSELL W. JONES, JR
Vice - Consul

I, United States of America Consul of the United States of
America at Buenos Aires, Argentina duly commissioned and
qualified, do hereby certify that on this 25 day of July 1999,
before me personally appeared Alexandro Perelman
known to me to be the individual(s) whose name(s) is/are
subscribed to, and who signed and executed the annexed
instrument, and who duly acknowledged to me that he/she/they
executed the same freely and voluntarily for the uses and
purposes therein mentioned.

(SEAL) In witness whereof I have hereunto set my hand and
official seal the day and year last above written


Consul of the United
States of America

RUSSELL W. JONES, JR
Vice - Consul
United States of America

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1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$500.00, as follows:

<u>Name</u>	<u>Contributions</u>
Tapcom, Inc.	\$250.00
Audio Video Sistemas, SRL	\$250.00

3. If any, the agreed value of property other than cash contributed by members is \$-0-. A description of the property is as follows: Not Applicable.

4. The total amount of cash or property anticipated to be contributed by members is \$500.00. This total includes amounts from 2 and 3 above.

Executed by the undersigned at the place and date indicated:

STATE OF FLORIDA

68

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Allen Tepper, authorized Representative, (Position) of AVstep, L.C., who is authorized to act on behalf of the corporation known to me or who produced an identification Disput and known by me to be the person(s) who executed the foregoing and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8 day of June, 1996.

My Commission Expires:

[illegible]

OFFICIAL NOTARY SEAL
JUDITH ANN HOVELAND
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC37902
TY COMMISSION EXP. JUNE 26, 1998

AVStop, LC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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: AVStop, LC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED ALLAN TEPPER LOCATED AT 1550 S. DIXIE HIGHWAY, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Tepcom, Inc. a Fla. corp.
By: [Signature]
Name: Allan Tepper
Title: President

Audio Video Sistemas, SRL, an
Argentinian Corporation
By: [Signature]
Name: Alejandro Peralman
Title: President

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

[Signature]
ALLAN TEPPER

DATE

7/15/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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