

L96000001047

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600001968046
-10/08/96--01124--009
****293.75 ****293.75

SUBJECT: Internet OpenWay, L.C.

Enclosed is an original and one (1) copy of the articles of organization and a check for:

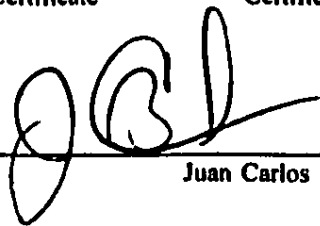
☐ \$285.00
Filing Fee
& Registered
Agent Designation

☒ \$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

☐ \$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

☐ \$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM:



Juan Carlos Bernal

7740 Southwest 104th Street, Suite 101
Address

Miami, Florida 33156-3149
City, State & Zip

305-662-9955
Daytime Telephone Number

FILED
96 OCT -3 PM 6:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

298-45153
10/11/96

**ARTICLES OF ORGANIZATION
OF
INTERNET OPENWAY, L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF ORGANIZATION OF Internet OpenWay, L.C. (hereinafter the "Articles") are made this 19th day of September, 1996, by the undersigned authorized person, who desires to form a limited liability company under and pursuant to the provisions of the Florida Limited Liability Company Act (Florida Statutes §§ 608.401 to 608.514) and does hereby form such limited liability company (hereafter, the "Company") by certifying to the Florida Department of State as follows:

ARTICLE I. NAME.

The name of the Company shall be "Internet OpenWay, L.C.".

ARTICLE II. ADDRESS.

The mailing address and the street address of the principal office of the Company in the State of Florida is 7740 Southwest 104th Street, Suite 101, Miami, Florida 33156-3149.

ARTICLE III. DURATION.

The latest date on which the Company is to dissolve shall be December 31, 2036.

ARTICLE IV. MANAGEMENT.

The Company is to be managed by the members and the names and addresses of the managing members are:

JTW International, Inc., 610 Park Avenue, Laurel, Maryland 20707
Enrique Uprimny, 7740 Southwest 104th Street, Suite 101, Miami, Florida 33156
Francisco Zuniga, 7740 Southwest 104th Street, Suite 101, Miami, Florida 33156
Juan Carlos Bernal, 7740 Southwest 104th Street, Suite 101, Miami, Florida 33156

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS.

The members of the Company may consent to admit additional members to the Company. Such additional members may be admitted by the consent of a majority in interest of the Company.

ARTICLE VI. MEMBERS RIGHT TO CONTINUE BUSINESS.

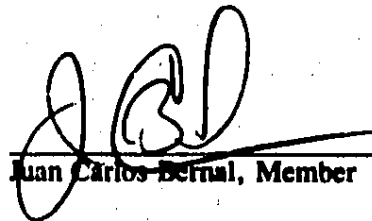
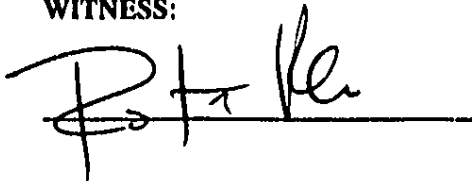
The members of the Company may consent to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company by the consent of a majority in interest of the Company.

ARTICLE VII. RESIDENT AGENT.

The name and address of the initial resident agent of the Company in the State of Florida is Juan Carlos Bernal at 7740 Southwest 104th Street, Suite 101, Miami, Florida 33156-3149.

IN WITNESS WHEREOF, the undersigned, representing the he is a member of the Company, does each hereby acknowledge, under penalties of perjury, that the matters set forth in these Articles are, to the best of his knowledge, information and belief, true in all material respects, and that he has executed these Articles of Organization of Internet OpenWay, L.C. under seal as of the day and year first set forth above.

WITNESS:

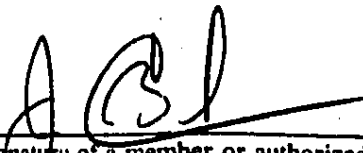


(SEAL.)
Juan Carlos Bernal, Member

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
INTERNET OPENWAY, L.C.**

The undersigned member or authorized representative of a member of Internet OpenWay, L.C.
deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$30,000.00.
- 3) If any, the agreed value of property other than cash contributed by members is \$30,000.00.
A description of property is attached and made a part hereto.
- 4) The amount of cash or property anticipated to be contributed by members is \$ -0-.
- 5) The total amount of 2, 3, and 4 is \$60,000.00.



Juan Carlos Bernal

Signature of a member or authorized representative of a member. (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).

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

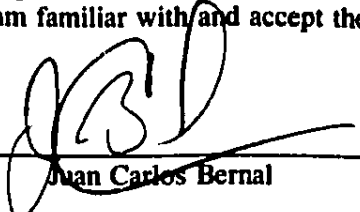
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
"Internet OpenWay, L.C.".
2. The name and address of the registered agent and office is:

Juan Carlos Bernal

7740 Southwest 104th Street, Suite 101,
Miami, Florida 33156-3149

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.



Juan Carlos Bernal

10-1-1996

(Date)

Filing Fee: \$35 for Designation of Registered Agent

- 1 CSU/DSU
- 1 ACC DANUBE ROUTER
- 1 Telebit T2500 Modem
- 1 BackOffice Server
- 1 FAX
- 1 Credit Card Scanner
- 1 Modem Rack 10 Modems
- 1 Tape Backup Wanteh 1GB
- 1 Tape Backup DAT 4GB
- 1 Toshiba CD ROM Unix
- 1 Packer Bell MultiMedia
- 1 3Com ethernet/modem PCMCIA

- 1 Sofa 5'
- 2 Coffee Table
- 1 Side Table
- 1 Filing Cabinet
- 1 Small Desk
- 1 Sec. Desk
- 3 Folding Tables
- 6 Chairs
- 6 TT Systems Telephone sets
- 1 Expand View video separator
- 3 Tableros pared
- Office Wiring (COF)
- 1 Glass Desk Enrique
- 3 Leather executive chairs

Equipment

Qty	Description
1	Hewlett Packer OmniBook 4000C
	DX4 100mhz
	8 MB
	297 MB Hard Disk
	PCMCIA 14.4 Modem
	Sound Card
1	Colorado 700 Tracker
1	Portable CD PANASONIC
1	Cisco 2500
1	Cisco 2500 rack mount kit
1	ADC Kentrox CSU
1	3Com 10BT Transceiver for Cisco
1	APC UPS
1	APC Rack
4	Upsilon ups 35
1	Upsilon ups 55
1	Triplite BC 600Lan
1	DataShield ST 675
2	Hewlett Packard W/MONITORS
	P75
	32 MB RAM
	850 MB HD/2 GIG
1	Main server
	96 MB RAM
2	4GB HAWK SEAGATE (848ea)
2	4GB BARRACUDA (1037ea)
1	ADAPTEC PCI ADAPTER
2	PENTIUMS 100MHZ
1	Rackmount case
1	Asus Dual Processor Motherboard
1	NEC Multispin SCSI 4x CD-ROM
1	4 BAY SCSI EXTERNAL BOX
1	Epson EP-8000
1	DIGIBOARD 16 Ports
1	Sharp JX-6400
1	Equinox 64 Ports
1	Equinox 16 port module
1	AST 486 DX66
	40MB RAM
	850 MB HD
1	PENTIUM UPGRADE
1	HUB 16 port
1	2 BAY SCSI EXTERNAL BOX