

L9800002725  
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Reply To:

Miami

August 13, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Telsa Miami, L.C.  
Our Client File Number A17257/58539

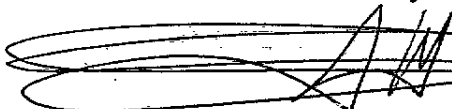
Dear Sir or Madam:

Enclosed please find the following documents in connection with the filing of  
the above-referenced Limited Liability Company:

1. Original and copy of Articles of Organization of Telsa Miami, L.C.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent and Registered Office.
4. Check in the amount of Two Hundred Eighty-Five Dollars (\$285)  
representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents  
to our office in the Federal Express stamped envelope provided. Thank you for your  
prompt attention to this matter.

Very truly yours,



MICHAEL FELDENKRAIS  
For the Firm

MFD/jp  
Enclosures  
154400\_1

L98-2725

Name	Availability
Document	Examiner
Updater	Verifier
Acknowledgment	W. P. V. J. R.

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98 NOV 10 PM 6:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000002684620--4  
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\*\*\*\*285.00 \*\*\*\*285.00

**ARTICLES OF ORGANIZATION FOR  
TELSA MIAMI, L.C.**

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**ARTICLE I  
NAME**

The name of the Limited Liability Company is TELSA MIAMI, L.C.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is c/o 9247 SW 138 Place, Miami, Fl 33186.

**ARTICLE III  
DURATION**

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

**ARTICLE IV  
PURPOSE OF ORGANIZATION**

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

**ARTICLE V  
MANAGEMENT**

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Roberto Arranaga 9247 SW 138 Place, Miami, Florida 33186.

**ARTICLE VI  
ADMISSION OF NEW MEMBERS**

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

**ARTICLE VII**

CONTINUATION AFTER INVOLUNTARY TERMINATION

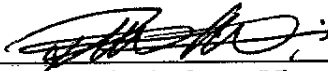
In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of TELSA MIAMI, L.C. deposes and says:

1. The above-named Limited Liability Company has at least one Member.
2. The total amount of cash contributed by the Members is \$100.
3. The agreed value of property other than cash contributed by a member is \$0.
4. The total amount of cash or property anticipated to be contributed by the Members is \$100. This total includes amounts from items 2 and 3 above.



Ricardo Machado da Costa Viegas Managing 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)

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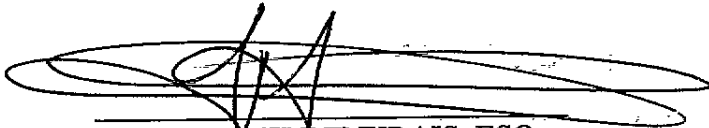
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 TELSA MIAMI, L.C.
2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, Esq.  
Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive  
Suite 100  
Miami, Florida 33126

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.



MICHAEL/FELDENKRAIS, ESQ.

DATE

8/17/98

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