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Law Office Of  
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1110 North Olive Avenue  
West Palm Beach, Florida 33401

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04/26/99-01166-018

\*\*\*\*570.00 \*\*\*\*285.00

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Northshore, L.L.C.  
(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

4. \_\_\_\_\_  
(Corporation Name)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Name Availability	
Document Examiner	
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Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
NORTHSHORE, L.L.C.**

The undersigned person acting as an Organizer to form a limited liability company ("Company") under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, ("State Act") hereby makes, adopts, acknowledges and files the following Articles of Organization ("Articles"):

1. **Name.** The name of the limited liability company is "NORTHSHORE, L.L.C." ("Company"). The mailing and street address of the Company's principal place of business is 1109 Okeechobee Road, Suite 11, West Palm Beach, FL 33401.

2. **Duration.** The Company will continue for a term not to exceed thirty (30) years from the date of the filing of these Articles, unless the Company is sooner terminated by operation of law or by agreement between the Members.

3. **Purpose and Powers.** The sole purpose and undertaking for which this Company is organized is to engage in a telecommunications business involving the resale of long distance time to Trinidad and to do all lawful things necessary or useful with regard thereto. The Company shall have all the powers granted to limited liability companies under the laws of the State of Florida.

4. **Registered Office & Agent.** The name and street address of the Company's initial registered office and agent in the State of Florida, whose consent to appointment as registered agent is included in with these Articles is BRIAN BETRON of 1109 Okeechobee Road, Suite 11, West Palm Beach, FL 33401.

5. **Capitalization.** The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
WELCOME INTERNET SERVICES, INC., a Florida corporation	50%
WEC TELECOM LLC, a Delaware limited liability company	50%

6. **Additional Capital Contributions.** Additional contributions are permissible only upon the unanimous vote of the members.

7. **Admission of New Members (Transferability of Interests).** No additional member shall be admitted to the Company except with the two-thirds (2/3) majority vote and consent of the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his/her/its in the Company as set forth in the regulations of the Company, but the transferee shall have no right to

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participate in the management of the business and affairs of the Company or become a member unless the other members of the Company approve by a two-thirds (2/3) majority vote of the proposed transfer as provided herein and in the regulations.

8. **Continuity.** The members of this Company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in this Company. Continuation by the remaining members does not require consent or a vote and continuation may occur only pursuant to the terms of this Operating Agreement.

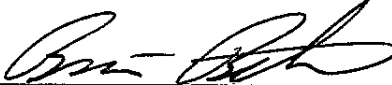
9. **Management.** The Company will be managed by a manager or managers in accordance with the Company's regulations. The names(s) and business address(es) of the initial manager(s) who shall serve until the first annual meeting of members or until their successors are elected and qualified is (are):

<u>NAME</u>	<u>ADDRESS</u>
WELCOME INTERNET SERVICES, INC., a Florida corporation	c/o 1109 Okeechobee Road Suite 11 West Palm Beach, FL 33401

10. **Dissolution and Right to Continue Business.** The Company shall be dissolved upon the first to occur of the following:

- (a) the expiration of the term of the Company;
- (b) the unanimous written consent of all the Company's members;
- (c) any event that makes the Company ineligible to conduct its business activities as a limited liability company under the Act;
- (d) any event or circumstance that makes it unlawful or impossible for the Company to carry on its business.

IN WITNESS WHEREOF, THE UNDERSIGNED ORGANIZER HAS MADE, EXECUTED AND SUBSCRIBED THESE ARTICLES OF ORGANIZATION ON THIS 28<sup>th</sup> DAY OF APRIL, 1999 at WEST PALM BEACH, FLORIDA FOR THE FOREGOING USES AND PURPOSES.

  
\_\_\_\_\_  
Brian Betron  
Authorized Representative of Member,  
WELCOME INTERNET SERVICES, INC.

**ACCEPTANCE OF APPOINTMENT AND CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

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 NORTSHORE, L.L.C.
2. The name and address of the registered agent and office is:

BRIAN BETRON  
1109 Okeechobee Road, Suite 11  
West Palm Beach, FL 33401

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.

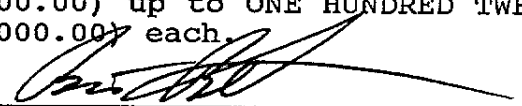
  
BRIAN BETRON, REGISTERED AGENT

4/23/22  
Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

1. The above limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$30,000.00 each.
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is SEVENTY-FIVE THOUSAND and no/100 Dollars (\$75,000.00) up to ONE HUNDRED TWENTY-FIVE THOUSAND and no/100 Dollars (\$125,000.00) each.

  
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.)

(SEE NOTARY ACKNOWLEDGMENT ON NEXT PAGE)

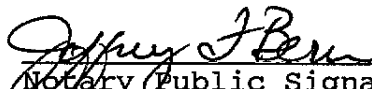
STATE OF FLORIDA )

SS.:

COUNTY OF PALM BEACH )

Before me personally appeared Brian Betron who is known to me to be the person who executed the foregoing Articles of Organization on behalf of NORTSHORE, L.L.C. and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacities stated.

23rd In witness whereof, I have hereunto set my hand and seal on this day of April, 1999.

  
Notary Public Signature  
Commission Number CC 567155  
Commission expires August 20, 2000

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