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W99-10047

April 23, 1999

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Secretary of State
Division of Corporations
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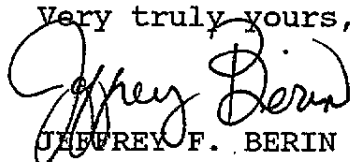
Re: Eastshore, L.L.C.
Northshore, L.L.C.

Dear Ladies/Gentlemen:

Please find enclosed an original and copy of Articles of Organization for the above named two (2) limited liability companies. A check in the amount of \$570.00 (\$285.00 each) is enclosed for the statutory filing fees. Please file the originals and return to our office a date stamped copy of each in the self-addressed, stamped envelope provided for your convenience.

Your prompt attention and cooperation in this matter will be genuinely appreciated.

Very truly yours,


JEFFREY F. BERIN

JFB:ers

Enclosures

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Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 29, 1999

JEFFREY F. BERIN
1110 NORTH OLIVE AVENUE
WEST PALM BEACH, FL 33401

SUBJECT: EASTSHORE, L.L.C.
Ref. Number: W99000010047

We have received your document for EASTSHORE, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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 (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 299A00022919

**ARTICLES OF ORGANIZATION
OF
FAR EASTSHORE, 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 "FAR EASTSHORE, 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 Vietnam 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 CHARLES POOLE, JR. 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>
NC HOLDING, L.L.C., a Florida Limited Liability Company	50%
DENWA HOLDINGS, INC. a Florida Corporation	50%

6. **Additional Capital Contributions.** Additional capital 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>
NC HOLDING, L.L.C., a Florida limited liability company	c/o 1109 Okeechobee Road Suite 11 West Palm Beach, FL 33401
DENWA HOLDINGS, INC., a Florida corporation	c/o 11240 Waples Mill Road Suite 403 Fairfax, VA 22030

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 28TH DAY OF MAY, 1999 at WEST PALM BEACH, FLORIDA FOR THE FOREGOING USES AND PURPOSES.



CHARLES POOLE, JR.
Authorized Representative of Member,
NC Holding, L.L.C.

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

CHARLES POOLE, JR.
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.

CHARLES POOLE, JR., REGISTERED AGENT 5/28/99
Date
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FAR EASTSHORE, 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)
COUNTY OF PALM BEACH) SS.:

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

In witness whereof, I have hereunto set my hand and seal on this 28th day of May, 1999.


Notary Public Signature
Commission Number CC 486731
Commission expires 10/06/99

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