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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

NETCELL, L.L.C.

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Certified Copy	1
Page Count	05
Estimated Charge	\$337.50

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 15, 1999

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

We, the organizers hereof, do hereby execute these Articles of Organization of Netcell, L.L.C. a limited liability company organized under and pursuant to the Provisions of Chapter 608, Florida Statutes, 1987.

ARTICLE I - NAME

The name of limited liability company is: Netcell, L.L.C.

ARTICLE II - EXISTENCE

This limited liability company shall exist from the date of the filing of these articles of organization with the Department of State, Tallahassee, Florida, or such other offices thereof authorized to accept same, and for a maximum period of thirty (30) years from the date of filing hereof, unless otherwise terminated prior thereto in accordance with the law.

ARTICLE III - PURPOSE OF ORGANIZATION

This company is organized for the express purpose of importing and exporting electronics, and for any and all other acts or purposes permitted under Section 508-404, Florida Statutes, 1987 and under 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 IV - PLACE OF BUSINESS AND REGISTERED AGENT

(A) Place of business: the company's place of business within the state of Florida is at the following address:

8205 Lake Drive Ste 102
Miami, FL 33166

Mailing Address: 8205 Lake Drive Suite 102 Miami, FL 33166

(B) Registered agent: The name and address of the Registered Agent of the company is:

Luis Aristeiguieta
8205 Lake Drive Ste 102
Miami, FL 33166

ARTICLE V - ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. Additional members may be admitted only at such times and on such terms as they may unanimously agree.

ARTICLE VI - TOTAL CONTRIBUTIONS BY MEMBERS

(A) Initial contributions of cash and/ or property by members: Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in the amount of five Thousand (\$ 5,000.00) Dollars as follows:

(B) Unless otherwise specified herein, the members shall not be required at any time to make any additional contributions of cash or property to the company, unless a majority interest of the members agree to thereto in writing

ARTICLE VII-INTEREST OF MEMBERS

All interests of members in the company shall be considered personal property and not real property. Any interest of a member in the company shall be transferred only as provided in an operating agreement to be adopted by the majority interest of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the company.

ARTICLE VIII-CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, i.e., without the consent of majority of the ownership in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interests then remaining shall have agreed to do so in writing.

ARTICLE IX-MANAGEMENT OF THE COMPANY

(A) Management by Member: Unless otherwise specifically stated herein, management of the company shall be reserved to and be by the members of the company. The names of the members of the company are:

Name

Address

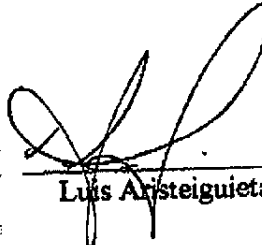
Luis Aristeiguieta

8205 Lake Drive Ste 102
Miami, FL 33166

Ricardo de Freitas

8205 Lake Drive Ste 102
Miami, FL 33166

IN WITNESS WHEREOF, we have hereunto affixed our respective hands and seals as organizers of this limited liability company this 12th day of July, 1999.


Luis Aristeiguieta

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and I further agree to provide the company with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 12th day of July, 1999

Luis Aristeiguieta


By: 

Luis Aristeiguieta

COUNTY DADE)
STATE OF FLORIDA)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared, Mr. Luis Aristeiguieta, to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this 12th day of July, 19 99


NOTARY PUBLIC, State of Florida

My commission expires:

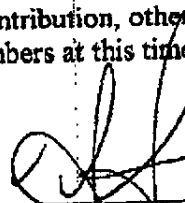


OFFICIAL SEAL
Pilar F. Alonso
CC# 726630
My Comm. Expires March 22, 2002

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Luis Aristeiguieta with being duly sworn, deposes and says:

- 1.- I, Luis Aristeiguieta, as organizer and member of Netcell, L.C. hereby state the following regarding the articles of organization of Netcell, L.C.
- 2.- Netcell, L.C. has two members. The two members are Luis Aristeiguieta and Ricardo de Freitas.
- 3.- The actual amount of cash contribution by each member is \$ 5,000.00
- 4.- The agreed value of any property other than cash contributed is zero dollars
- 5.- No additional amount of cash or property contribution, other than the amount set forth in paragraph 3 above, is anticipated by the members at this time


Luis Aristeiguieta

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgments personally appeared,

Mr. Luis Aristeiguieta
to me known to be the person(s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *he* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this *10th* day of *July*, 19 *99*


NOTARY PUBLIC, State of Florida

My commission expires:



OFFICIAL SEAL
Pilar P. Alonso
CC# 726630
My Comm. Expires March 22, 2002