

L990000006130



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 386319 81793A

AUTHORIZATION :

COST LIMIT : \$ 285.00

9/24

Patricia Pizut

ORDER DATE : September 24, 1999

ORDER TIME : 1:31 PM

500002996835--6

ORDER NO. : 386319-005

CUSTOMER NO: 81793A

CUSTOMER: Rosa M. De La Camara, Esq
BECKER & POLIAKOFF, P.A.
BECKER & POLIAKOFF, P.A.
Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

W99-22170

DOMESTIC FILING

NAME: STAR-CELL, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 24 PM 2:52

99 SEP 24 PM 3:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 24, 1999

CSC
ATTN: ANGIE GLISAR

SUBJECT: STAR-CELL, L.L.C.
Ref. Number: W99000022170

We have received your document for STAR-CELL, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

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: 299A00046957

RESUBMIT

Please give original
submission date as file date.

RECEIVED
SEP 27 PM 2:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 28, 1999

CSC
ATTN: ANGIE GLISAR

SUBJECT: STAR-CELL, L.L.C.
Ref. Number: W99000022170

We have received your document for STAR-CELL, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The document must contain the MAILING address in addition to the PRINCIPAL address listed in Article IV. If the addresses are the same, state that in Article IV.,

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: 299A00046957

RESUBMIT

Please give original
submission date as file date.

RECEIVED
99 SEP 28 PM 2:35
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

99 SEP 24 PM 2:52

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
STAR-CELL, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company (the "Company") shall be **STAR-CELL, L.L.C.**

ARTICLE II - DURATION

The Company shall exist for not more than 30 years from the filing date of these Articles.

ARTICLE III - PURPOSE

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV - INITIAL PLACE OF BUSINESS

The initial principal place of business of the Company shall be 780 North LeJeune Road, Suite 2, Miami, FL 33126 , and the mailing address of the corporation shall be the same.

**ARTICLE V - REGISTERED OFFICE
AND REGISTERED AGENT**

The registered office of the Company shall be Suite 100, 5201 Blue Lagoon Drive, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be ROSA M. DE LA CAMARA, ESQ.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the Membership, upon the written application of such new member and in the manner set forth in the Regulations of the Company.

ARTICLE VII - INITIAL MEMBERS

The names and addresses of the initial members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
USE-TEL CELULAR GUATIRE, C.A.	Avenida Intercomunal Guatire C.C. Buenaventura, Local 80B Guatire, EDO. Miranda, Venezuela
ENRIQUE GARCIA	780 North LeJeune Road, Suite 2 Miami, FL 33126

ARTICLE VIII - MANAGEMENT OF BUSINESS

The business of the Company shall be managed by the following managing members and this address shall serve as the principal mailing address of the business:

<u>NAME</u>	<u>ADDRESS</u>
ENRIQUE GARCIA	780 North LeJeune Road, Suite 2 Miami, FL 33126

ARTICLE IX -

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless a majority of the Membership Interests, consent to

continue the business of the Company, or by amendment to these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE X - REGULATIONS

At the time of executing these Articles of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

ARTICLE XI - AMENDMENTS

These articles may be amended from time to time by a consent of the majority of the Membership Interests, and the Amendment shall be filed, duly signed by a majority of the Membership Interests of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 3 day of SEPT, 1999.



ENRIQUE GARCIA, MEMBER/MANAGER

REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, **STAR-CELL, L.L.C.**, as stated in the Articles of Organization.



ROSA M. DE LA CAMARA 9/22/99

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

OF

STAR-CELL, L.L.C.
a Florida Limited Liability Company

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

1. The above named limited liability company has two members
2. The total amount of cash contributed by the members is as follows:

USE-TEL CELULAR GUATIRE, C.A.	\$ 75.00
ENRIQUE GARCIA	\$ 25.00
3. The agreed value of property other than cash contributed by members is -0-
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 \$100.00

Dated: 3rd day of September, 1999.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and knows the contents thereof and the facts stated are true and correct.

STAR-CELL, L.L.C.
a Florida Limited Liability Company

BY: 

ENRIQUE GARCIA
AS ITS: Manager