

Attachment II

Certificate of Good Status & Articles of Incorporation from Home State of Florida

By:

Pablo Bressan - President
182 Madeira Avenue
Coral Gables, FL 33134
Phone: (305) 972-6029 Fax: (801) 640-5357

State of Florida

Department of State

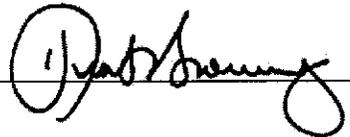
I certify from the records of this office that TELECOM AG, LLC is a limited liability company organized under the laws of the State of Florida, filed on March 27, 2007.

The document number of this limited liability company is L07000032591.

I further certify that said limited liability company has paid all fees due this office through December 31, 2007, and its status is active.

I further certify that said limited liability company has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of
Florida, at Tallahassee, the Capital, this the
Twenty First day of January, 2008*



Secretary of State



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No Events

No Name History

Detail by Entity Name

Florida Limited Liability Company

TELECOM AG, LLC

Filing Information

Document Number L07000032591

FEI Number NONE

Date Filed 03/27/2007

State FL

Status ACTIVE

Principal Address

182 MADEIRA AVE
CORAL GABLES FL 33134

Changed 07/06/2007

Mailing Address

182 MADEIRA AVE
CORAL GABLES FL 33134

Changed 07/06/2007

Registered Agent Name & Address

BRESSAN, PABLO A
525 ARAGON AVENUE
CORAL GABLES FL 33134 US

Manager/Member Detail

Name & Address

Title MGR

BRESSAN, PABLO A
525 ARAGON AVENUE
CORAL GABLES FL 33134

Annual Reports

No Annual Reports Filed

Document Images

[03/27/2007 -- Florida Limited Liability](#) [View image in PDF format](#)

Note: This is not official record. See documents if question or conflict.

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No Events **No Name History**

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LO7000032591

Florida Department of State
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

telecom AG, LLC

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
Telecom AG, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is Telecom AG, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

525 Aragon Avenue
Coral Gables, Florida 33134

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 525 Aragon Avenue, Coral Gables, Florida 33134 as the street address of the initial registered office of the Company and names Pablo A. Bressan as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:
FREEMAN, HABER, ROJAS & STANHAM, LLP
Nicholas Stanham, Esq.
Florida Bar No.: 0038822
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131
Telephone: (305) 374-3800

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ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until his successor(s) are duly elected and qualified, shall be:

Pablo A. Bressan

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

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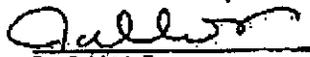
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BY WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th day of March, 2007.


Nicholas Santoro
Duly Authorized Representative of a
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for Telecoor AG, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 16th day of March, 2007.


By: Pablo A. Brucan

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