

**EXHIBIT 2**

**Limited Liability Company Agreement,**

**Delaware Certificate of Formation,**

**and**

**Illinois Authority to Transact Business**

## LIMITED LIABILITY COMPANY AGREEMENT

### MTI (USA) LLC

This Limited Liability Company Agreement (this "*Agreement*"), effective as of the filing of the Certificate of Formation with the Secretary of State of the State of Delaware, of MTI (USA) LLC, a Delaware limited liability company (the "*Company*"), is entered into as of August 21, 2013, by Aggregato (USA) Inc., as its sole member (the "*Member*").

1. Name and Formation. The name of the limited liability company is "MTI (USA) LLC". The Company was formed as a limited liability company pursuant to, and in accordance with, the Delaware Limited Liability Company Act, as amended from time to time (the "*LLCA*"), by the filing of the Certificate of Formation with the Secretary of State of the State of Delaware on August 21, 2013.

2. Purpose. The Company is formed for the purpose of engaging in any lawful act or activity for which a limited liability company may be formed under the LLCA and engaging in any and all activities necessary or incidental to the foregoing.

3. Registered Office; Registered Agent. The address of the registered office of the Company in the State of Delaware is at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the Company's registered agent in the State of Delaware is The Corporation Trust Company.

4. Powers. The business and affairs of the Company shall be managed by the Member. The Member shall have the power to authorize and do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by members or managers under the laws of the State of Delaware. The Member may delegate any or all of its authority to manage the business and affairs of the Company to one or more managers, officers, employees or agents as it may appoint, employ or engage from time to time.

5. Dissolution. The Company shall dissolve, and its affairs shall be wound up upon the first to occur of the following: (a) the written consent of the Member or (b) as otherwise required under the LLCA.

6. Capital Contributions. The Member has not made a capital contribution to the Company as of the date hereof.

7. Additional Contributions. The Member is not required to make any additional capital contribution to the Company.

8. Allocation of Profits and Losses. The Company's profits and losses shall be allocated 100% to the Member.

9. Distributions. Distributions shall be made to the Member at the times

and in the aggregate amounts determined by the Member.

10. Assignments. The Member may assign in whole or in part its membership interest in the Company and any of its rights and interests pursuant to this Agreement by written agreement signed by the Member; *provided, however*, the merger of the sole remaining member with and into a third party entity shall not require a written agreement signed by the Member. Upon the effective date of any such merger, the surviving entity of such merger shall be deemed a member of the Company.

11. Admission of Additional Members. One or more additional or substitute members of the Company may be admitted to the Company with the written consent of the Member.

12. Liability of Members. The Member shall not have any liability for the obligations or liabilities of the Company, except to the extent otherwise required by non-waivable provisions of the LLCA.

13. Governing Law. This Agreement shall be governed by, and construed under, the laws of the State of Delaware (without regard to its conflicts of laws provisions), all rights and remedies being governed by said laws.

14. Severability. In case any provision of this Agreement shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

15. Amendment; Waiver. No provision of this Agreement may be amended, modified or waived without the prior written consent of the Member.

16. Successors and Assigns; Third Party Beneficiaries. The terms and provisions of this Agreement shall be binding upon and inure to the benefit of the Member and its successors and assigns. Except as otherwise provided in the immediately preceding sentence, this Agreement is for the sole benefit of the Member and not for the benefit of any other party.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Limited Liability Company Agreement of MTI (USA) LLC as of the date first written above.

Member:

AGGREGATO (USA) INC.

By: 

Name: Mario Faenza

Title: President

# Delaware

PAGE 1

*The First State*

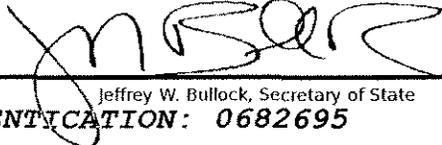
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MTI (USA) LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2013, AT 2:55 O'CLOCK P.M.

5386831 8100

131012033

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0682695

DATE: 08-22-13

CERTIFICATE OF FORMATION

OF

MTI (USA) LLC

This Certificate of Formation of MTI (USA) LLC is being duly executed and filed to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-201, et seq.).

FIRST: The name of the limited liability company formed hereby is MTI (USA) LLC (the "Company").

SECOND: The address of the registered office of the Company in the State of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: No member of the Company, solely by reason of being a member, is an agent of the Company for the purposes of its business, and no member shall have authority to act for the Company solely by reason of being a member, in each case except as otherwise provided in the limited liability company agreement of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 21 day of August, 2013.

  
Ilario Faenza  
Authorized Person



## OFFICE OF THE SECRETARY OF STATE

---

SEPTEMBER 30, 2014

JESSE WHITE • Secretary of State

0492755-9

NATIONAL REGISTERED AGENTS INC  
200 WEST ADAMS STREET  
CHICAGO, IL 60606-0000

RE .MTI (USA) LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT [WWW.CYBERDRIVEILLINOIS.COM](http://WWW.CYBERDRIVEILLINOIS.COM) TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY DIVISION  
(217) 524-8008

Form **LLC-45.5**  
 May 2012  
 Secretary of State  
 Department of Business Services  
 Limited Liability Division  
 501 S. Second St., Rm. 351  
 Springfield, IL 62756  
 217-524-8008  
 www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Illinois  
 Limited Liability Company Act  
**Application for Admission to Transact Business**

**SUBMIT IN DUPLICATE**  
 Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500  
 Penalty: \$  
 Approved: 13

FILE #  
 This space for use by Secretary of State.

**FILED**

**SEP 30 2014**

**JESSE WHITE**  
**SECRETARY OF STATE**

- Limited Liability Company Name: MTI (USA) LLC
- Assumed Name: \_\_\_\_\_  
 (This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)
- Jurisdiction of Organization: Delaware
- Date of Organization: August 21, 2013
- Period of Duration: Perpetual  
 (Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)
- Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
 

1511	N. Westshore Blvd.	750
Number	Street	Suite #
Tampa	FL	33607
City	State	ZIP Code
- Registered Agent: National Registered Agents, Inc.

First Name	Middle Name	Last Name
------------	-------------	-----------

200	West Adams Street	Suite #
Number	Street	Suite #
Chicago	IL	60606
City	State	Zip Code

(P.O. Box alone or c/o is unacceptable.)
- If applicable, Date on which Company first conducted business in Illinois: N/A

(continued on back)

**LLC-45.5**

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: \_\_\_\_\_

To provide telecommunications services

10. The Limited Liability Company: (check one)

a.  is managed by the manager(s) (List names and addresses.)

Please see Attachment A

b.  has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: Sept. 10, 2014  
Month, Day, Year  
F. BUENO  
Signature

Fernando Bueno, manager  
Name and Title (type or print)

MTI (USA) LLC  
If applicant is signing for a Company or other Entity, state name of Company and indicate whether it is a member or manager of the LLC.

**ATTACHMENT A**

**List Of Managers of MTI (USA) LLC**

**Ilario Faenza** - .....  
Level 10, 75 Miller Street  
North Sydney  
NSW 2060  
Australia

**Keith Wilson**  
Level 10, 75 Miller Street  
North Sydney  
NSW 2060  
Australia

**Ahmad Barakat**  
Level 10, 75 Miller Street  
North Sydney  
NSW 2060  
Australia

**Shawn Foltz**  
1511 N. Westshore Boulevard,  
Suite 750  
Tampa, Florida 33607

**Fernando Bueno**  
1511 N. Westshore Boulevard,  
Suite 750  
Tampa, Florida 33607

# Delaware

PAGE 1

*The First State*

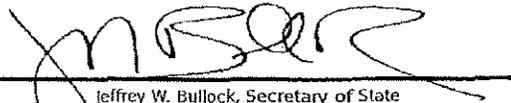
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MTI (USA) LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2014.

5386831 8300

141172831

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1694940

DATE: 09-12-14