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DIVISION OF CORPORATION

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♦♦♦337.50 ♦♦♦337.50

Pennington, Culpepper, et al.
(Requestor's Name)

Attn: Charles L. Cooper, Jr.
(Address)

P.O. Box 10095
(City, State, Zip) (Phone #)

Tallah., FL 32302-2095

OFFICE USE ONLY

STATE OF FLORIDA

96 OCT 28 PM 4 39

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Paramount Wireless Communications of Florida, LLC
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please call
Jodi at
222-3533
When
ready.
Thank
You!

Examiner's Initials

OCT 28 1996

FILED
26 OCT 28 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the Limited Liability Company is PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA, LLC (hereinafter referred to as the "Company").

2. **PERIOD OF DURATION.**

The period of duration of the Company shall commence on the date these Articles are filed with the office of the Florida Department of State and shall continue for a period of one hundred (100) years thereafter, unless it is dissolved as provided in the Florida Limited Liability Act or the written Operating Agreement to be executed by all of the Members of the Company.

3. **PURPOSE.**

The purpose for which the Company is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The street address of the place of business in Florida for the Company is: 215 South Monroe Street, 2nd Floor, Tallahassee Florida 32301. Such address may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT.

The initial registered agent in Florida for the Company is: Peter M. Dunbar, and the initial registered office is located at 215 South Monroe Street, 2nd Floor, Tallahassee, Florida 32301.

6. INITIAL CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: Ten Thousand and No/100 Dollars (\$10,000.00) in cash.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous written agreement of the Members, or as otherwise provided in the Operating Agreement.

8. ADDITIONAL MEMBERS.

The Company shall have at least two (2) Members, and may admit additional members upon the prior unanimous written agreement

of the then existing Members, or as otherwise provided in the Operating Agreement.

9. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be discontinued and the Company shall be dissolved, unless all the remaining Members of the Company consent, in writing, to continue the business of the Company.

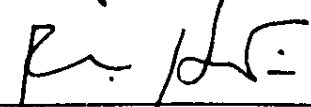
10. MANAGEMENT.

The management of the Company shall be reserved to the Members. The Members may from time to time elect one or more Managers in accordance with the Company's Operating Agreement.

11. INDEMNIFICATION.

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any manager or former manager to the full extent permitted under the Florida Limited Liability Company Act.

Executed on the 20th day of September, 1996.

By: 
ROBERT A. HART, IV, Member

By: 
C. JAMES ROGERS, Member

By: Thomas A. Nolan
THOMAS A. NOLAN, Member

By: _____
ANITA MITCHELL, Member

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

The foregoing instrument was acknowledged before me this 20th day of ~~SEPTEMBER~~ October, 1996, by ROBERT A. HART IV, the duly authorized Member of PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA, LLC, a Florida limited liability company, on behalf of the corporation. He is personally known to me or has produced LA. Driver License # 1676586 as identification.

Judy Young
NOTARY PUBLIC STATE OF LOUISIANA

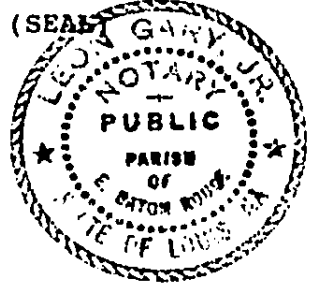
(SEAL) JUDY YOUNG
NOTARY PUBLIC
PARISH OF EAST BATON ROUGE
STATE OF LOUISIANA
MY COMMISSION ISSUED FOR LIFE

Print, Type or Stamp Name of Notary Public

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

The foregoing instrument was acknowledged before me this 20th day of SEPTEMBER, 1996, by C. JAMES ROGERS, the duly authorized Member of PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA, LLC, a Florida limited liability company, on behalf of the corporation. He is personally known to me or has produced LA. DRIVER LICENCE # 1609779 as identification.

Leon Gary Jr
NOTARY PUBLIC STATE OF LOUISIANA

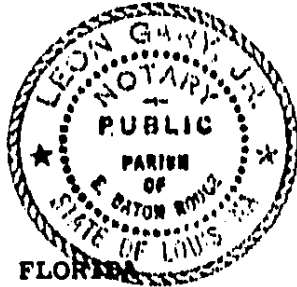


Print, Type or Stamp Name of Notary Public

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

The foregoing instrument was acknowledged before me this 20TH
day of SEPTEMBER, 1996, by THOMAS A. NOLAN, the duly
authorized Member of PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA,
LLC, a Florida limited liability company, on behalf of the
corporation. He is personally known to me or has produced LA. DRIVERS
LICENCE # 221001 as identification.

(SEAL)



Leon Gary Jr.
NOTARY PUBLIC - STATE OF LOUISIANA

LEON GARY JR.
Print, Type or Stamp Name of Notary
Public

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this _____
day of _____, 1996, by ANITA MITCHELL, the duly
authorized Member of PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA,
LLC, a Florida limited liability company, on behalf of the
corporation. She is personally known to me or has produced _____
_____ as identification.

(SEAL)

NOTARY PUBLIC - STATE OF FLORIDA

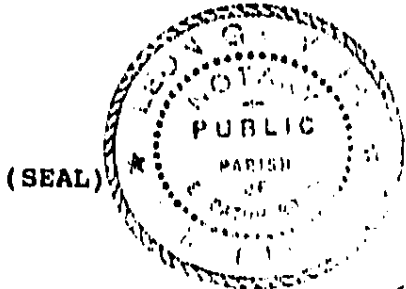
Print, Type or Stamp Name of Notary
Public


FURTHER AFFIANT SAYETH NAUGHT.



C. James Rogers, Member

Sworn to and subscribed before me on this 20TH day of SEPTEMBER
_____, 1996.





NOTARY PUBLIC - STATE OF LOUISIANA
LEON GARZA JR.

Print, Type or Stamp Name of
Notary Public

Personally Known _____ or
Type of Identification Produced _____

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF LEON

The undersigned, as Managing Member for PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA, LLC, a Florida Limited Liability Company, being duly sworn hereby states as follows:

1. INITIAL CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: Ten Thousand and No/100 Dollars (\$10,000.00) in cash; and no property.

2. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all Members and the times at which such contributions shall be made, are as follows: No additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made as provided in the Operating Agreement.

3. MEMBERS: ADMISSION OF NEW MEMBERS.

The Company shall have at least two (2) members (the "Members"). New Members may be admitted in the manner provided in the Operating Agreement. The initial members are:

Robert A. Hart, IV
C. James Rogers
Thomas A. Nolan
Anita Mitchell

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 10th day of October, 1996.

By: *Peter M. Dunbar*
PETER M. DUNBAR, Registered Agent

G:\users\charlie\paramount.abr

FILED
96 OCT 28 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA