

L97000001038

DUFFEY & DOLAN, P.A.
ATTORNEYS AT LAW

TELEPHONE
(941) 366-9333

1800 SECOND STREET
SUITE 854
SARASOTA, FL 34236

FAX
(941) 366-9507

200002299542--5
-09/22/97--01103--004
*****52.50 *****52.50

September 17, 1997

Ms. Beth Register
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **SUMMIT COMMUNICATIONS OF SARASOTA, INC.**
SUMMIT COMMUNICATIONS OF SARASOTA, L.C.
Filing Articles of Organization
Limited Liability Company

FILED
SEP 19 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002299542--5
-09/22/97--01103--002
*****250.00 *****250.00

Dear Ms. Register:

200002299542--5
-09/22/97--01103--003
*****35.00 *****35.00

As you may recall, back in June, I requested guidance with regard to filing Articles of Organization for a Florida Limited Liability Company whose name was substantially similar to that of its managing member. You had indicated that use of the similar name would be permissible provided the managing member corporation consented to the use of the name. In an effort to refresh your recollection regarding our conversation, enclosed is a copy of a letter I had faxed you last June confirming and summarizing our conversation. Following your receipt of that letter you kindly telephoned my office and advised that the matters in the letter were correct. To that end, my client, Summit Communications of Sarasota, Inc. is now ready to file the Articles of Organization of Summit Communications of Sarasota, L.C. This reconfirms that Summit Communications of Sarasota, Inc. consents to the use of the name Summit Communications of Sarasota, L.C. by the Limited Liability Company whose Articles of Organization are being filed herewith and of which Summit Communications of Sarasota, Inc. shall serve as the managing member of the Limited Liability Company.

This letter is a request that you file the Articles of Organization for this Limited Liability Company. In connection with this filing, enclosed please find the following:

1. Articles of Organization (one original/one copy)
2. Certificate of Designation of Registered Agent/Registered Office (one original/one copy)
3. Affidavit of Membership and Contributions (one original/one copy)

Ms. Beth Register
September 17, 1997
Page Two

With regard to filing fees, enclosed please find the following checks:

- (a) Check made payable in the amount of \$250 to cover the filing fee for the Articles of Organization and Affidavit.
- (b) Check made payable for \$35 to cover the filing fee for the Designation of Registered Agent
- (c) Check made payable in the amount of \$52.50 for a certified copy.

Please file the Articles and return a certified copy in the pre-addressed, prepaid courier envelope enclosed.

Again, thank you for your assistance and guidance with regards to this matter. If you have any questions, please call me at (941) 366-9333.

Best Regards,
DUFFEY & DOLAN, P.A.



William W. Dolan

WWD/nal
Enclosures

DUFFEY & DOLAN, P.A.
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VIA FACSIMILE TRANSMISSION
(904) 922-4001

June 11, 1997

Ms. Beth Register
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: SUMMIT COMMUNICATIONS OF SARASOTA, INC.
SUMMIT COMMUNICATIONS OF SARASOTA, L.C.

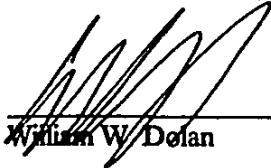
Dear Ms. Register:

As a follow-up to our telephone conversation this morning, I wish to take this opportunity to thank you for your assistance and guidance with regard to this matter, and confirm that my understanding of the information you provided is correct.

In our telephone conversation, I advised that my client, Summit Communications of Sarasota, Inc. is an existing Florida corporation and its management is organizing a yet to be formed Florida Limited Liability Company where Summit Communications of Sarasota, Inc. will serve as its manager. The management and shareholders of Summit Communications of Sarasota, Inc. wish that the name of the Limited Liability Company be Summit Communications of Sarasota, L.C. You indicated that it would be permissible for the Limited Liability Company to be named Summit Communications of Sarasota, L.C. because of the fact that the existing corporate entity, Summit Communications of Sarasota, Inc. is the organizer and will be the manager of the Limited Liability Company. Additionally, you indicated that when the Articles of Organization are sent to the Division of Corporations for filing, they should be accompanied by a cover letter stating that Summit Communications of Sarasota, Inc. will be the manager of the Limited Liability Company and that it consents to the use of the name Summit Communications of Sarasota, L.C. by the Limited Liability Company.

Again, thank you for your assistance and guidance. If my understanding of our conversation as outlined above is incorrect, or if you have any further questions or wish any additional information, please contact me by telephone or fax, if possible within 24 hours, as my clients will be coming to my office tomorrow afternoon in an attempt to finalize the organizational documents for the Limited Liability Company.

Best Regards,
DUFFEY & DOLAN, P.A.



William W. Dolan

WWD/nal

**ARTICLES OF ORGANIZATION
OF
Summit Communications of Sarasota, L.C.**

FILED
97 SEP PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

Name

The name of the Limited Liability Company shall be Summit Communications of Sarasota, L.C. ("Company"). The principal place of business of the Company in Florida shall be Suite 705, 1800 Second Street, Sarasota, Florida 34236.

ARTICLE II

Duration

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate ten years from the date of filing these Articles of Organization with the Florida Department of State, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

Purposes and Powers

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is Walter Shacklett, Suite 705, 1800 Second Street, Sarasota, Florida 34236.

ARTICLE V

**Admission of new members and
Assignability of interests**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may assign his or her interest in the Company provided the assigning member obtains the prior written consent from a majority of the non-assigning members, but the assignee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed assignment by unanimous written consent.

ARTICLE VI

Termination of Existence

The Company shall be dissolved upon the date set forth in Article II hereof, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the unanimous consent of the remaining members, provided there are at least two (2) remaining members.

**ARTICLE VII
Management**

The Company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The names and addresses of the Initial Manager who shall serve until the first annual meeting of the members or until its successors are elected and qualify is Summit Communications of Sarasota, Inc., whose address is 1800 Second Street, Suite 705, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida, for the foregoing uses and purposes this 17th day of September, 1997.

SUMMIT COMMUNICATIONS OF SARASOTA, INC.

By:

Walter Shacklett, President

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to (or affirmed) and subscribed before me this 17th day of September, 1997, by Walter Shacklett, as President for Summit Communications of Sarasota, Inc., a Florida corporation, on behalf of the corporation.

NOTARY PUBLIC-State of Florida



NICOLE LONGRIDGE
My Commission CC463330
Expires May. 14, 1999
Bonded by HAI
800-422-1655

Sign
Print

Nicole Longridge
Nicole Longridge

(Seal)

Personally known OR Produced Identification
Type of Identification Produced:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Summit Communications of Sarasota, L.C., as the Registered Agent of this Limited Liability Company, hereby consents to his appointment as Registered Agent of the Company.

Nicole Longridge
Registered Agent

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Summit Communications of Sarasota, L.C.
2. The name and address of the registered agent and office is:

Walter Shacklett

(Name)

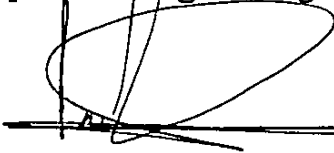
1800 Second Street, Suite 705

(P.O. Box not acceptable)

Sarasota, Florida 34236

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

9.17.97

(Date)

FILED
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SECRET
TALLAHASSEE
PH 12: 10