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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

EZ Talk Communications, L.L.C.

988882254799--7  
-08/01/97--01044--008  
\*\*\*\*285.00 \*\*\*\*285.00

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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1. E Z Talk Communications, L.L.C.  
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Texas  
 (Jurisdiction under the law of which foreign limited liability company is organized)
3. 76-0520632  
 (FEI number, if applicable)
4. 9/12/96  
 (Date of Organization)
5. Perpetual  
 (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
 (Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 12823 Park One Drive, Sugarland, TX 77478  
 \_\_\_\_\_  
 (Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.  
 (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>James C. Brown</u>	<u>MGR</u>	<u>E. B. Thomas</u>	<u>MGR</u>
<u>12823 Park One Drive,</u>		<u>12823 Park One Drive,</u>	
<u>Sugarland, TX 77478</u>		<u>Sugarland, TX 77478</u>	
_____		_____	
<u>J. L. Rose</u>	<u>MGR</u>	<u>Randy Beakley</u>	<u>MGR</u>
<u>12823 Park One Drive,</u>		<u>12823 Park One Drive,</u>	
<u>Sugarland, TX 77478</u>		<u>Sugarland, TX 77478</u>	
_____		_____	

**Filing Fee: \$ 52.50 for Application**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of \_\_\_\_\_  
E Z Talk Communications, L.L.C. \_\_\_\_\_ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 250,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 250,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**Filing Fee: \$52.50 for Affidavit**

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

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JUL 30 AM 11:32 '97

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: \_\_\_\_\_

E Z Talk Communications, L.L.C.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(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.*

C T CORPORATION SYSTEM

*Victor Alfano*  
(Signature)

7/29/97

(Date)

*Victor ALFANO Ass't. Sec.*

FILING FEE: \$ 35 for Designation of Registered Agent



The State of Texas  
SECRETARY OF STATE

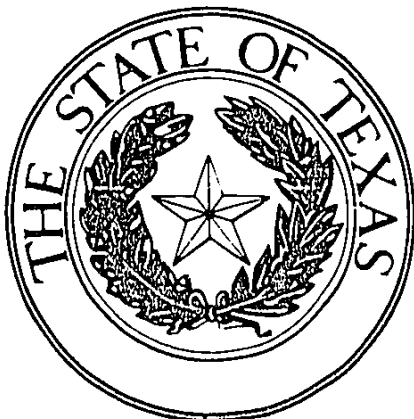
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IT IS HEREBY CERTIFIED, that  
Articles of Organization  
of


E Z TALK COMMUNICATIONS, L.L.C.  
#7020727-22

were filed in this office and a certificate of organization was issued on  
SEPTEMBER 12, 1996;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and that  
the company is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on July 29, 1997.*

  
Antonio O. Garza, Jr.  
Secretary of State

DEE