

L 15000000814

LAW OFFICES
RAYMOND & RAYMOND
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

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2801 OCEAN DRIVE, SUITE 202-B
VERO BEACH, FLORIDA 32903
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TELESCOPIER (407) 234-4803

TELEPHONE (407) 368-2151
TELESCOPIER (407) 368-4668

MICHIGAN OFFICE: RAYMOND & RAYMOND, P.C.
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BLOOMFIELD HILLS, MICHIGAN 48304
TELEPHONE (810) 643-2322
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OUR FILE NUMBER:

October 13, 1995

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500001619305
-10/25/95--01033--001
*****337.50 *****337.50

Re: ATCOM COMMUNICATIONS, L.C.

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization for the above-referenced limited liability company along with a check in the amount of \$337.50 to cover fees as follows:

| | |
|--------------------|------------------------|
| Filing Fee | \$250.00 |
| Resident Agent Fee | 35.00 |
| Certified Copy | <u>52.50</u> |
| TOTAL: | <u>\$337.50</u> |

Please direct the certified copy of the Articles and any questions to the undersigned.

OCT 26 1995 · BSB

Sincerely,

RAYMOND & RAYMOND, P.A.

John J. Raymond, Jr.
John J. Raymond, Jr.

Enclosures

FILED
95 OCT 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ATCOM COMMUNICATIONS, L.C.

FILED
95 OCT 24 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as organizer of ATCOM COMMUNICATIONS, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be ATCOM COMMUNICATIONS, L.C., (the "LLC").

ARTICLE II
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business in this State of the LLC shall be 770 N.E. 69th Street, #5A, Miami, FL 33138. The name and address of the LLC's initial registered agent shall be Russell D. Atlas, located at 770 N.E. 69th Street, #5A, Miami, FL 33138.

ARTICLE V
MEMBERS AND CONTRIBUTIONS

(a) The following are the members of the LLC and their initial contribution:

| | |
|---|------------|
| Russell D. Atlas | \$1,000.00 |
| Russell D. Atlas, Trustee of the Russell D. Atlas Trust u/a/d 6/28/94 | \$9,000.00 |

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII
MANAGEMENT

The LLC is to be managed by a Manager or Managers. The name and address of the initial Manager of the LLC who shall serve as Manager until a successor is elected and qualified is:

Russell D. Atlas
770 N.E. 69th Street, #5A
Miami, FL 33138

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

ARTICLE IX
ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the ordinary course of business which shall cause the business of the

LLC to be terminated or which shall require amendment to the Articles of Organization.

(c) The effective date of this limited liability company shall be upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 19 day of October, 1995.

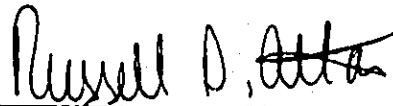
By: Russell D. Atlas
Russell D. Atlas

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ATCOM COMMUNICATIONS, 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 \$10,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with §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.



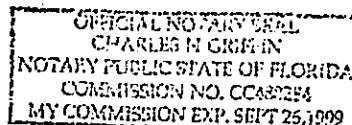
Russell D. Atlas.

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Russell D. Atlas, to me known to be the person described in and who executed the foregoing Articles of Organization of ATCOM COMMUNICATIONS, L.C., and he acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 20 day of October, 1995.


Notary Public
My Commission Expires:



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

25 OCT 24 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That ATCOM COMMUNICATIONS, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 770 N.E. 69th Street, #5A, Miami, FL 33138 has named Russell D. Atlas located at 770 N.E. 69th Street, #5A, Miami, FL 33138, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Russell D. Atlas

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

FILED
96 JUN 18 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra S. Mertham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE
\$ 263.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000814**

ATCOM COMMUNICATIONS, L.C.
770 NE 69TH ST #5A
MIAMI FL 33138

1a. Principal Place of Business Address
770 NE 69TH ST #5A
MIAMI FL 33138

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

| | | | | | | | |
|--|--|---|--|--|--|--|--|
| 2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country | | 2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country | | 3. Date Organized or Qualified 10/24/1995 | | 3a. State of Formation FL | |
| 4. FEI Number 650624210 | | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | | 5. Date of Last Report | | 6. Certificate of Status Desired <input type="checkbox"/> | |

| | | | | | | | |
|---|--|--|--|--|--|--|--|
| 7. Name and Address of Current Registered Agent ATLAS, RUSSELL D 770 NE 69TH ST #5A MIAMI FL 33138 | | | | 8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City | | | |
|---|--|--|--|--|--|--|--|

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|-------------------------|--------------------------|
| MEM | ATLAS, RUSSELL D | 770 NE 69TH ST #5A | MIAMI FL |
| MGR | ATLAS, RUSSELL D | 770 NE 69TH ST #5A | MIAMI FL |

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Russell D. Atlas Russell D. ATLAS 6/10/96 305 751-2266
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #