

L 00000002386



**Communications Development Corporation
USA**

January 27, 2000

**Certified Mail
Return Receipt Requested
Item # P 968 414 619**

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

200003119982-9
-02/01/00-01148-005
****285.00 ****125.00

W - 3119

Re: XenPal Investors, L.L.C. - Articles of Organization State Filing

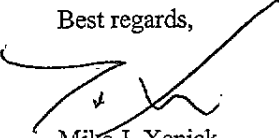
Dear Sir or Madam:

Enclosed please find the following items to register XenPal Investors, L.L.C. as a Florida Limited Liability Company:

- Articles of Organization for XenPal Investors, L.L.C.
- Affidavit of Membership and Contributions
- Check in the amount of \$285 payable to Florida Department of State

Please call me if you have any questions.

Best regards,


Mike J. Xenick

FILED
00 MAR -2 PM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
3/2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 3, 2000

MIKE XENICK
101 EAST KENNEDY BLVD
STE 3300
TAMPA, FL 33602

SUBJECT: XENPAL INVESTORS, L.L.C.
Ref. Number: W00000003119

We have received your document for XENPAL INVESTORS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 300A00005477

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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**ARTICLES OF ORGANIZATION
OF
XENPAL INVESTORS, L.L.C.**

The undersigned hereby certifies that the Members named herein have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization.

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be XenPal Investors, L.L.C.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist for a term of twelve (12) years, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability company is 3918 W. Granada Street, Tampa, Florida 33629.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 3918 W. Granada Street, Tampa, Florida 33629, and the name of its initial registered agent is Mike J. Xenick.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLE VI.
RESTRICTIONS ON TRANSFER OF MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS**

A Member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of all of the Members of the Limited Liability Company and must be otherwise in accordance with the Regulations of this Limited Liability Company.

Admission of new Members requires the unanimous vote of all of the Members of the Limited Liability Company. Contributions required of new Members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Regulations.

The ownership interests and voting interests of the Members shall be determined in accordance with the Regulations.

**ARTICLE VII.
CONTINUATION**

The Limited Liability Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Limited Liability Company.

**ARTICLE VIII.
MANAGEMENT**

Management of the Limited Liability Company is reserved to its Members in accordance with the Regulations of the Limited Liability Company. The names and addresses of the Members are as set forth on the attached Exhibit "A" which is incorporated herein by this reference.

**ARTICLE IX.
REGULATIONS**

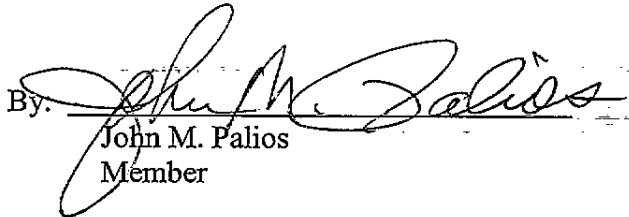
The Members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal initial Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

**ARTICLE X.
AMENDMENT**

These Articles of Organization may be amended by a unanimous vote of all of the Members.

The undersigned, being one of the Members of the Limited Liability company, hereby certifies that the foregoing constitutes the Articles of Organization of XenPal Investors, L.L.C.

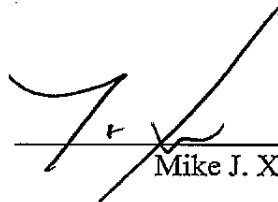
Executed by the undersigned on January 27, 2000.

By. 
John M. Palios
Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for XenPal Investors, L.L.C. and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 27 day of January, 2000.


Mike J. Xenick

FILED
MAR -2 PM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XENPAL INVESTORS, L.L.C.
EXHIBIT "A" TO
ARTICLES OF ORGANIZATION

Members

John M. Palios
3902 Empedrado St.
Tampa, FL 33629

George M. Palios
4415 San Carlos
Tampa, FL 33629

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA