



THE UNITED STATES  
CORPORATION  
COMPANY

L000000010378

ACCOUNT NO. : 072100000032

REFERENCE : 814251 11405A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 29, 2000

ORDER TIME : 10:07 AM

ORDER NO. : 814251-005

CUSTOMER NO: 11405A

CUSTOMER: Kerry M. Wilson, esq  
Peterson & Myers, P.a.

141 5th Street Northwest  
Suite 300  
Winter Haven, FL 33881

800003376018--4  
-08/29/00--01031--022  
\*\*\*\*155.00 \*\*\*\*155.00

DOMESTIC FILING

NAME: MAGNOLIA TELECOM PARTNERS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

nk  
8/29

RECEIVED  
00 AUG 29 PM 12:10  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 29 PM 4:26

**ARTICLES OF ORGANIZATION  
FOR  
MAGNOLIA TELECOM PARTNERS, LLC,  
A Florida Limited Liability Company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 29 PM 1:26

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I  
Name**

The name of this Company shall be **MAGNOLIA TELECOM PARTNERS, LLC.**

**ARTICLE II  
Duration**

The term of existence of the Company shall be perpetual.

**ARTICLE III  
Mailing and Street Address**

The mailing address of the Company is P.O. Box 7378, Winter Haven, FL 33883-7378 and the street address of the Company is 175 5<sup>th</sup> St. S.W., Winter Haven, FL 33880.

**ARTICLE IV  
Registered Agent and Office**

The name and street address of the initial registered agent and office for this Company is as follows: Carl J. Strang, III, 175 5<sup>th</sup> St. S.W., Winter Haven, FL 33880.

**ARTICLE V  
Admission of Additional Members;  
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

**ARTICLE VI**  
**Management of Company**

The Company is to be managed by managers, and is to be a "manager-managed company. The names and addresses of the managers who are to serve until the first annual meeting of Members, or until their successors are elected and qualify, are:

Carl J. Strang, III

P.O. Box 7378  
Winter Haven, FL 33883-7378

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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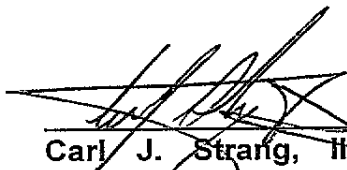
**ARTICLE VII**  
**Amendment of Articles of Organization**

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

**ARTICLE VIII**  
**Transferability of Member's Interest**

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 28<sup>th</sup> day of August, 2000.



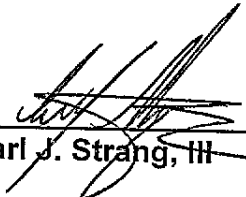
Carl J. Strang, III, the President and  
Representative of a Member of the Company

**STATEMENT OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, 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 the accept the obligations of my position as Registered Agent as provided in Chapter 608 Florida Statutes.

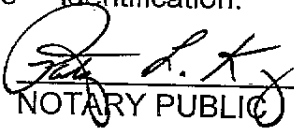
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DIVISION OF CORPORATIONS  
AUG 29 PM 1:26

  
\_\_\_\_\_  
Carl J. Strang, III

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of August, 2000, by **Carl J. Strang, III**, who is personally known to me or produced \_\_\_\_\_ as identification.

(SEAL)

  
\_\_\_\_\_  
NOTARY PUBLIC

\_\_\_\_\_  
Print Name of Notary

My Commission Expires:



Patsy L. King  
MY COMMISSION # CC677350 EXPIRES  
October 19, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

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