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Robert M. Donlon  
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September 21, 2000

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

100003403401--6  
-09/25/00--01140--008  
\*\*\*\*125.00 \*\*\*\*125.00

EFFECTIVE DATE  
9-19-00

Re: Wavetech, L.L.C.  
Our File No.: 1290-00

Dear Sir or Madame:

Enclosed please find Articles of Organization for filing along with a copy of same to be certified and returned to our office in the self-addressed, stamped envelope also enclosed. Additionally you will find a check for \$125.00 made payable to the Florida Department of State representing the fee for such filing.

Please note that in accordance with Article IX of the Articles of Organization, the effective date shall be September 19, 2000.

If you have any questions, or need any additional information, please do not hesitate to contact me.

Very truly yours,

  
ROBERT M. DONLON

RMD:dta  
Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# ARTICLES OF ORGANIZATION OF WAVETECH, L.L.C.

## PREAMBLE

The undersigned, as Authorized Representative of the Members identified herein, desiring to form a limited liability company in accordance with Chapter 608, "Florida Limited Liability Company Act", Florida Statutes, 2000, hereby states the following:

## ARTICLE I

### NAME

The name of the limited liability company ("Company") is WaveTech, L.L.C.

## ARTICLE II

### ADDRESS

The mailing address and street address of the Company's principal office is 1803 Leamington Lane, Naples, Florida 34109.

## ARTICLE III

### DURATION

The Company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of one of its Members except as otherwise provided in the Operating Agreement of the Company.

## ARTICLE IV

### REGISTERED AGENT AND OFFICE

Pursuant to Florida Statute Section 608.415, the Company designates its initial Registered Agent to be Robert M. Donlon, and the address of the Company's Registered Office to be 4440 P.G.A. Boulevard, Suite 307, Palm Beach Gardens, Florida 33410. A Statement of Acceptance of Appointment accompanies the filing of these Articles of Organization.

## ARTICLE V

### MANAGEMENT

The Company is to be managed by two (2) Managers. The names and addresses of the initial Managers are as follows:

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Keith R. Lucas

1803 Leamington Lane  
Naples, Florida 34109

Richard J. Lucas

1004 Grand Isle Way  
Palm Beach Gardens, FL 33418

#### ARTICLE VI

##### ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new Members. Additional Members may be admitted only on the unanimous written consent of the existing Members, and the existing Members shall determine the amount and nature of contributions by new Members at the time the new Members are admitted.

#### ARTICLE VII

##### CONTINUATION OF BUSINESS

The remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued Membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining Members.

#### ARTICLE VIII

##### ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company is vested entirely in the Managers listed in Article V.

#### ARTICLE IX

##### EFFECTIVE DATE OF ARTICLES

Pursuant to Florida Statute Section 608.409(1), the effective date of these Articles of Organization shall be September 19, 2000.

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CLERK OF DISTRICT COURT  
PALM BEACH GARDENS, FLORIDA

## ARTICLE X

### GENERAL POWERS OF COMPANY

The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the powers enumerated under Florida Statute Section 608.404 as follows:

- (1) Sue or be sued, or complain or defend, in its name.
- (2) Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.
- (3) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.
- (4) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company.
- (5) Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.
- (6) Conduct its business, locate offices, and exercise the powers granted by Chapter 608, Florida Statutes, within or without the State of Florida.
- (7) Elect or appoint Managers and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

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TALLAHASSEE  
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(8) Make and amend its Operating Agreement, not inconsistent with its Articles of Organization or with the laws of the State of Florida, for the administration and regulation of the affairs of the Company.

(9) Make donations to the public welfare or for charitable, scientific, or educational purposes.

(10) Indemnify a member or manager or any other person against expenses actually and reasonably incurred by him or her or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or she or it is made a party.

(11) Cease its activities and surrender its certificate of organization.

(12) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is organized.

(13) Transact any lawful business that will aid governmental policy.


(14) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its Managers and employees.

(15) Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

(16) Make payments or donations or do any other act not inconsistent with the laws of the State of Florida that furthers the business and affairs of the Company.

The right to exercise the general powers enumerated herein and to manage the business and affairs of the Company is vested entirely in the Managers.

**IN WITNESS WHEREOF**, Robert M. Donlon, being the Authorized Representative of each of the Members of the Company has executed these Articles of Organization on this 19<sup>th</sup> day of September, in Palm Beach Gardens, Palm Beach County, Florida.

  
ROBERT M. DONLON, as Authorized  
Representative of the Members.

SECRETARY OF STATE  
PALM BEACH COUNTY, FLORIDA

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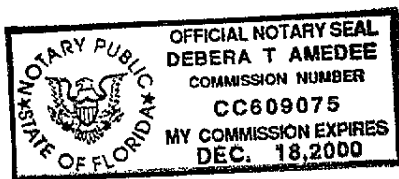
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Quinn J. Amodeo  
Notary Public  
My Commission Expires Dec. 18, 2000



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ST. CLAIR COUNTY, FLORIDA

**ACCEPTANCE OF APPOINTMENT AS**  
**REGISTERED AGENT OF WAVETECH, L.L.C.**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned having been named as Registered Agent and to accept service of process for the above-named limited liability company at the place designated in the Articles of Organization hereby accepts the appointment as Registered Agent and agrees 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.

Dated this 19<sup>th</sup> day of September, 2000.

A handwritten signature in black ink, appearing to read 'Robert M. Danton', written over a horizontal line.

Robert M. Danton  
Registered Agent

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TALLAHASSEE, FLORIDA