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JEFFREY K. HELFRICH
JEFFREY W. AHLERS
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CHRISTOPHER D. LEE
MARK A. MCANULTY
ALLISON K. COMSTOCK
ROBERT F. BARRON II
MARK S. SAMILA
STEVEN S. HOAR
JASON H. GUTHRIE
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ISIDOR KAHN
(1887-1963)
ROBERT KAHN
(1918-1999)
ARTHUR R. DONOVAN
(1910-2000)

OF COUNSEL
HARRY P. DEES

L000000012839

October 17, 2000

Via UPS Overnight

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: ATN of Florida, LLC

Dear Sir or Madam:

With regard to the above-referenced limited liability company, we are enclosing the following:

1. The original and one (1) copy of the Articles of Organization, and
2. A check payable to the "Florida Department of State" in the amount of \$125.00 for the filing fee.

Please file the Articles with your office, and return a file-marked copy to us in the enclosed UPS envelope.

If you have any questions or require additional information, please advise.

Sincerely,

KAHN, DEES, DONOVAN & KAHN, LLP


Jeffrey K. Helfrich

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Enclosures

L00-12839

OK

**ARTICLES OF ORGANIZATION
OF
ATN OF FLORIDA, LLC**

The undersigned organizer, desiring to form a limited liability company (the "Company") pursuant to the provisions of Chapter 608 of the Florida Statutes, hereby executes the following Articles of Organization.

**ARTICLE I
NAME OF COMPANY**

The name of the Company is ATN of Florida, LLC.

**ARTICLE II
ADDRESS OF COMPANY**

The principal office and the mailing address of the Company is 495 Mickleton Loop, Ocoee, Florida 34761.

**ARTICLE III
PURPOSES**

The purposes for which the Company is formed are:

To carry on, engage in or conduct any business or do any act or acts which are permitted by law, and which are necessary or desirable to exercise and enjoy all other powers, rights and privileges granted by Florida Statutes, as amended from time to time.

SECTION 1. BUSINESS OF THE COMPANY. The business of the Company, without limitation is:

- A. To buy, sell, hold, own and deal in open accounts, commercial papers, stocks, bonds, evidences of indebtedness, bills of lading, warehouse receipts, bank certificates, chattel mortgages, other securities, but not to engage in the dealing of commercial paper in the exercise of the functions of bank discounts;
- B. To procure, acquire, buy, lease, and sell, at wholesale and retail, any and all produce, wares, supplies, commodities, and merchandise of every kind and nature which may appear to be useful or advantageous to the Company;
- C. To engage in commercial business, and to buy, sell, lend, and borrow on the security of and deal in real estate and personal property; and
- D. Any other lawful business as the Company deems appropriate from time to time.

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SECTION 2. GENERAL POWERS. In furtherance, and not in limitation, of the powers conferred by law, the Company shall also have the following powers:

- A. To continue as a limited liability company, under its company name, until terminated by the Act or the terms of the Operating Agreement;
- B. To sue and be sued in its company name;
- C. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real and personal, tangible and intangible;
- D. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Company may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises, and income;
- E. To conduct business in this state and elsewhere; to have one or more offices within or without of this state, and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey and otherwise dispose of property, real and personal, tangible and intangible, within or without of this state;
- F. To acquire, guarantee, hold, own and vote, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares, interests, bonds, obligations, securities or evidences of indebtedness of any other corporation, limited liability company, partnership, association, joint ventures, trusts or enterprises, whether such entities or organizations be domestic or foreign;
- G. To appoint such officers and agents as the business of the Company may require, and to define their duties and fix their compensation;
- H. To indemnify any person who is or was a member, officer, employee or agent of the Company, or is or was serving at the request of the Company as a member, manager, officer, employee or agent of another corporation, limited liability company, partnership, association, joint venture, trust or other enterprise, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made or threatened to be made a party by reason of being or having been in any such capacity, or arising out of the said person's status as such, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding, civil or criminal, to be liable for wilful misconduct or recklessness in the performance of said person's duty to the Company; provided, however, that such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the Articles of Organization, Operating Agreement, resolution, or other authorization heretofore or hereafter adopted, after notice, by a majority in interest of the members and provided

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further that expenses incurred in defending any action, suit, or proceeding, civil or criminal, may be paid by the Company in advance of the final disposition of such action, suit, or proceeding notwithstanding any provisions of this article to the contrary upon receipt of an undertaking by or on behalf of the member, officer, employee, or agent to repay the amount paid by the Company if it shall ultimately be determined that the member, officer, employee, or agent is not entitled to indemnification as provided in this section;

- I. To purchase and maintain insurance on behalf of any person who is or was a member, officer, employee or agent of the Company, or is or was serving at the request of the Company as a member, manager, officer, employee or agent of another corporation, limited liability company, partnership, association, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of said person's capacity as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of this section;
- J. To pay pensions and establish pension plans, pension trusts, profit sharing and retirement plans, and incentive plans for any or all of its members, officers and employees;
- K. To make an operating agreement for the government and regulation of its affairs (the "Operating Agreement");
- L. To cease doing business and to dissolve and surrender its company franchise;
- M. To be a promoter, stockholder, partner, member, manager, associate or agent of any corporation, limited liability company, partnership, association, joint venture, trust, or other enterprise;
- N. To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed;
- O. To carry on, engage in and/or conduct any business or businesses or do any act or acts which a natural person or persons might do and which are necessary, convenient or expedient to accomplish the purposes for which the Company is formed and such as are not repugnant to law; but the Company shall not be deemed to possess the power of carrying on the business of receiving deposits of money, bullion or foreign coins, or of issuing bills, notes or other evidences of debts for circulation as money, and the Company shall not engage in the business of rural loan and savings associations, credit unions nor conduct a banking, railroad, insurance, surety, trust, safe deposit, mortgage guarantee or building and loan business; and
- P. The foregoing clauses shall be construed as powers as well as purposes, and the matters expressed in each clause shall, except if otherwise expressly provided, be in no way limited by reference to or inference from the terms of any other clause, but shall be

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regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the Company, nor shall the expression of any one thing be deemed to exclude another not expressed, although it be of like nature. The Company shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Act, and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to the Act or the said acts; and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of any of the powers, rights or privileges granted or conferred by the Act or the said acts now or hereafter in force; provided, however, that the Company shall not in any state, territory, district, possession or county carry on any business or exercise any powers that a limited liability company organized under the laws thereof could not carry on or exercise.

ARTICLE IV **PERIOD OF EXISTENCE**

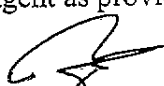
The Company shall continue perpetually until it is dissolved by the Florida statutes or the terms of the Operating Agreement.

ARTICLE V **RESIDENT OFFICE AND AGENT**

The street address of the Company's initial registered office in Florida and the name of its registered agent at that office is:

Damian Freeman
495 Mickleton Loop
Ocoee, Florida 34761

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 as provided for in Chapter 608, Florida Statutes.


Damian Freeman, Registered Agent

ARTICLE VI **PROVISIONS FOR THE REGULATION OF** **BUSINESS AND CONDUCT OF AFFAIRS OF COMPANY**

SECTION 1. MEMBER MANAGED COMPANY. The company shall have no managers, and the management of the business and affairs of the Company is vested in the members. Except as provided

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in the Operating Agreement, a member has all rights to receive notice and act on behalf of the Company as the Company's agent.

SECTION 2. MEETINGS OF MEMBERS. Meetings of the members of the Company shall be held at such place within or without the State of Florida as may be specified in the respective notice or waivers of notice thereof.

SECTION 3. ACTION WITHOUT MEMBERS MEETING. Any action required to be taken at a meeting of the members of the Company, or any action which may be taken at a meeting of the members, may be taken without a meeting if, prior to such action, a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of the members, and may be stated as such in any articles or documents filed with the Secretary of State under the Act.

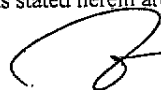
SECTION 4. AMENDMENT OF ARTICLES OF ORGANIZATION. The Company reserves the right to alter, amend, restate or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by the provisions of the Florida statutes, or any other pertinent enactment of the General Assembly of the State of Florida, and all rights and powers conferred hereby on members, directors, and officers of the Company are subject to such reserved rights.

IN WITNESS WHEREOF, The undersigned, being the sole member of ATN of Florida, LLC, executes these Articles of Organization and certifies to the truth of the facts stated this 17th day of October, 2000.



Damian Freeman, Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Damian Freeman

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