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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

NexGen Telecom, LLC

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TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION  
OF  
NEXGEN TELECOM, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is NexGen Telecom, LLC.

**ARTICLE II  
Address**

The mailing and street address of the Company's principal office is 1401 Manatee Avenue West, Suite 800, Bradenton, Florida 34205.

**ARTICLE III  
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Victor G. Santiago. The address of Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V  
Management**

A. The Company is to be managed by a Manager who will serve until the first annual meeting of the Members. The initial Manager is identified as follows:

Kevin L. Boudrot, whose address is 1401 Manatee Avenue West, Suite 800, Bradenton, Florida 34205.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, except:

1. Without having first obtained the prior written consent of a majority in interest of the Member[s], the Manager shall not cause or permit the Company to:

a. Refinance, mortgage, pledge, or otherwise encumber Company

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property, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulation, or;

c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

2. Without having first obtained the prior written consent of all of the Member[s], amend these Articles or the Operating Agreement/Regulations of the Company to:

a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member[s], or;

b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Manager, or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;

e. Amend this Article V.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

C. A "majority in interest" shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Member[s] of the Company.

## ARTICLE VI

### Admission of New Members

Members of the Company have the right to admit new Members in accordance with the Operating Agreement of the Company.

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**ARTICLE VII**  
**Continuation of Business**

A majority in interest of the remaining Member[s] 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.

**ARTICLE VIII**  
**Voting Rights**

Each Member's vote on matters relating to the Company on which Member[s] are allowed to vote will be weighted in proportion to their ownership interest percentage in the Company compared to all other such interests.

**ARTICLE IX**  
**Profits and Losses Allocation**

Profits and losses will be allocated to the Member[s] in accordance with the Operating Agreement of the Company.

**ARTICLE X**  
**Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by the Manager.

**ARTICLE XI**  
**Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the secretary of State.

IN WITNESS WHEREOF, the undersigned Member[s] or authorized representative of a Member has executed these Articles of Organization as of this 4th day of December, 2000.

  
\_\_\_\_\_  
Victor G. Santiago, Authorized Representative of  
Kevin Boudrot, Member

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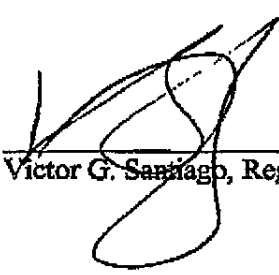
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is NexGen Telecom, LLC.
2. The name and address of the registered agent is Victor G. Santiago, 3119 Manatee Avenue West, Bradenton, Florida 34205.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated as of December 4, 2000.

  
\_\_\_\_\_  
Victor G. Santiago, Registered Agent

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