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LIMITED LIABILITY COMPANY

NexGen Network Services, LLC

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**ARTICLES OF ORGANIZATION
OF
NEXGEN NETWORK SERVICES, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is NexGen Network Services, 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, FL, 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 Members, the Manager shall not cause or permit the Company to:

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- a. Refinance, mortgage, pledge, or otherwise encumber Company 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 Regulations, 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, or;
- d. Hire, terminate, or modify the terms of employment of any Manager, or;
- e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- f. Invest in the debt or equity of any other person or entity, or;
- g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

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 Members, amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managers, 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, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do or fail to do any act that is prohibited by a resolution of the

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Members, or;

h. Hire, terminate, or modify the terms of employment of any Manager or Employee, or;

i. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

j. Invest in the debt or equity of any other person or entity, or;

k. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

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 Members of the Company.

ARTICLE VI

Continuation of Business

A majority in interest of 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.

ARTICLE VII

Voting Rights

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

ARTICLE VIII

Profits and Losses Allocation

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

ARTICLE IX

Amendments

Subject to the restrictions set forth in Article V above, these Articles may be amended by

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filing Articles of Amendment with the Florida Department of State signed by a Manager.

ARTICLE X
Commencement

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

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 18th day of December, 2000.



Victor G. Santiago, Authorized Representative of
Kevin L. Boudrot, Member

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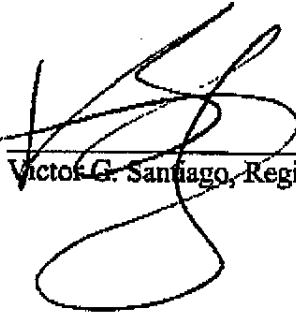
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 Network Services, LLC.
2. The name and address of the registered agent and office is: Victor G. Santiago, 3119 Manatee Avenue West, Bradenton 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: December 18, 2000.



Victor G. Santiago, Registered Agent