



THE UNITED STATES
CORPORATION
COMPANY

010000004254

ACCOUNT NO. : 072100000032

REFERENCE : 083558 151289A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : March 19, 2001

ORDER TIME : 8:22 AM

ORDER NO. : 083558-005

800003888768--5

CUSTOMER NO: 151289A

CUSTOMER: Mr. Sean Biddiscombe
Personal Communications Group,
Inc.
Suite 300
2401 East Atlantic Boulevard
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: OMEGA RESOURCE GROUP, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
OMEGA RESOURCE GROUP, L.C.**

The Undersigned natural persons of the age of eighteen years or more acting as the sole organizers of a limited liability company under the Florida Limited Liability Company Act (the "Act") hereby adopts the following Articles of Organization for Omega Resource Group, L.C. (the "Company").

**ARTICLE I
NAME**

The name of the Company is Omega Resource Group, L.C.

**ARTICLE II
DURATION OF THE COMPANY**

Section 2.01 Period of Duration. The period of duration of the Company is until the close of company business on December 31, 2031, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

Section 2.02 Construction. Notwithstanding the provisions of Section 2.01, the Company will not be dissolved and terminated if the Members of all classes of interests elect, within ninety (90) days after the occurrence of any event of dissolution, to continue the business of the Company and to admit a new Member.

**ARTICLE III
PURPOSE AND BUSINESS**

The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act and to conduct and promote any business in connection therewith.

**ARTICLE IV
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company in the State of Florida is 2401 E. Atlantic Blvd. #300, Pompano Beach, Florida 33062.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Company in the State of Florida is 2401 E. Atlantic Blvd. #300 Pompano Beach, Florida 33062. The name of the initial registered agent at such address is Mark Lang.

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ARTICLE VI MANAGEMENT

The Company is to be managed by the Managing Members. The names and addresses of the Managing Members shall be as follows:

1. Personal Communications Group, Inc.
2401 E. Atlantic Blvd. #300
Pompano Beach, FL 33062
David Decker, President

ARTICLE VII MEMBERSHIP INTEREST

Section 7.01 Rights and Powers

- A. Number of Membership Interest. The Company shall have the authority to issue a maximum of Five Thousand (5,000) Units of Membership Interest.
- B. Classes of Membership Interest. The Company has established two (2) classes of Membership Interest - Voting and Non-Voting. The Company's Founders will own Four Thousand Five Hundred (4,500) Voting Units of Membership Interest or Ninety Percent (90%) of the total Membership Interest from the Company's inception date. The remaining Five Hundred (500) Units of Membership Interest are Non-Voting Units or Ten Percent (10%) of the total Membership Interest.

Section 7.02 Rights of the Membership Interest.

- A. Voting Rights and Powers. On any matter, with respect to which the holders of the units or participation of outstanding membership interest who are entitled to vote, each such member shall be entitled to cast one (1) vote in person or by proxy for each unit of participation standing in his or its name.
- B. Other Rights. Except as otherwise required by the Florida Limited Liability Company Act or as otherwise provided in these Articles of Organization, each unit of the membership interests shall have identical powers, preferences and rights, including rights of liquidation.

Section 7.03 Issuance of the Membership Interest. The Company may from time to time authorize the issuance or any or all units of participation of the membership interest herein authorized in accordance with the terms and conditions set forth in Articles of Organization for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration, in one or more series, all as the Company in its discretion may determine and without any vote or other action by the members, except as otherwise required by law.

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ARTICLE VIII ACTION BY CONSENT

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of the members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of Two thousand two hundred fifty two (2,252) votes which is necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. A fifty point zero zero four percent (50.004%) majority of the issued and outstanding units at any point in time is required to carry out actions deemed necessary for the Company.

ARTICLE IX OFFICER INDEMNIFICATION

An officer of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the officer's capacity as an officer, except that this Article IX does not eliminate or limit the liability of an officer to the extent the officer is found liable for (i) a breach of the officer's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the officer receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer's office; or (iv) an act or omission for which the liability of an officer is expressly provided by an applicable statute. Any repeal or amendment of this Article IX by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of an officer of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the officer of the Company is not liable as set forth in the preceding sentences, the officer shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of an officer or of a director of a corporation.

ARTICLE X AMENDMENT

The Company reserves the right to amend, alter, change, add to or repeal any provision contained in this Articles of Organization in the manner now or hereafter prescribed by the Florida Limited Liability Company Act, and all rights herein conferred are granted subject to this reservation. A minimum of fifty point zero zero four percent (50.004%) of the total units authorized is necessary for the Articles of Organization to be modified, altered, and/or changed from the original Articles of Organization for Omega Resource Group, L.C.

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**ARTICLE XI
ORGANIZERS**

The name of the organizer of the Company is Personal Communications Group, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 15th day of March, 2001.

David Decker
Personal Communications Group, Inc., Organizer

David Decker, President

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 the capacity. I am familiar with and accept the obligations of my position as registered agent.

Mark Lang
Mark Lang, Registered Agent

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