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F. Gutta, CPA, P.A.

8211 W. Broward Blvd., Suite 410

Plantation, Florida 33324

Phone: (954) 452-8813 • Fax: (954) 452-8359

Web Site: www.fguttacpa.com

March 16, 2001

Division of Corporations

Post Office Box 6327

Tallahassee, FL 32314

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-03/22/01--01063--011

\*\*\*1500.00 \*\*\*\*125.00

Dear Sir or Madam:

I have enclosed a check for the filing fees of \$125.00 each, a total of \$1500.00 for the filing of the following LLC's.

Carolinas Prepaid, LLC

Phone Car Depot Dallas, LLC

Golden State Telecom, LLC

Phone card Depot Houston, LLC

Sunshine Prepaid Distribution, LLC

Liberty Telesource, LLC

Distribution Nationwide, LLC

(Fairdeal Distribution, LLC)

Arizona Prepaid Products, LLC

Peachtree Teleproducts, LLC

Miami Telecards, LLC

Atlantic Prepaid Wholesale, LLC

Please mail all filed forms back to our office

F. Gutta CPA, PA

8211 W. Broward Blvd.

Suite 410

Plantation, FL 33324

If you have any question on this matter. Please call our office.

Sincerely,

Eileen Winchell

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR 22 PM 3:41

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**ARTICLES OF ORGANIZATION**  
**Fairdeal Distribution, LLC.**

The undersigned, acting as organizer of Fairdeal Distribution, LLC organized and created pursuant to Chapter 608, Florida Statutes, hereby adopt the following Articles of Organization for said Florida limited liability company:

**ARTICLE I:** The name of the limited liability company shall be Fairdeal Distribution, LLC.

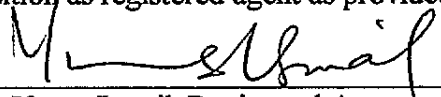
**ARTICLE II:** The mailing address and street address of the principal office of the Limited Liability Company is:

Fairdeal Distribution  
5657 West Howard Street  
Niles, IL 60717

**ARTICLE III:** The name and the Florida street address of the registered agent are:

Yunus Ismail  
731 NW 84<sup>th</sup> Avenue  
Pembroke Pines, FL 33024

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, F.S.

  
By: Yunus Ismail, Registered Agent

**ARTICLE IV:** This Limited Liability Company is to be managed by one manager and is, therefore, a manager—managed company.

*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.*

  
By: Centrix Management, LLC  
By: Yunus Ismail, Manager

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA