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REFERENCE : 165378 81034A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$155.00

ORDER DATE : May 29, 2001

ORDER TIME : 11:08 AM

ORDER NO. : 165378-005

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CUSTOMER NO: 81034A

CUSTOMER: Michael W. Mead, Esq
Michael Wm. Mead, Esq

P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: FRC FIBER, LIMITED COMPANY

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

01 MAY 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JB
5-29-01

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2001 MAY 29 PM 12:15

TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF ORGANIZATION
OF
FRC FIBER, LIMITED COMPANY

APPROVED
AND
FILED
01 MAY 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I ~ Name

The name of the limited liability company shall be **FRC FIBER, LIMITED COMPANY**, and its principal place of business shall be 303 Spanish Moss Trail, City of Destin, County of Okaloosa, State of Florida 32541, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II ~ Purposes and Powers

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any

domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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TALLAHASSEE, FLORIDA
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ARTICLE III Voting Rights

Notwithstanding Article IV and the contribution and ownership by the member, Rill Banks, Jr. is hereby granted one hundred percent (100%) of all voting rights of the members for this limited liability company.

ARTICLE IV ~ Duration

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V ~ Mailing Address

The mailing address of this limited liability company shall be 303 Spanish Moss Trail, in the City of Destin, Florida 32541.

ARTICLE VI ~ Management

This is a manager-managed company. Rill Banks, Jr. is hereby appointed as the managing member. Management of this limited liability company is reserved unto the following member which shall have exclusive control over the conduct and affairs of this limited liability company:

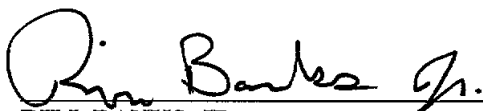
Rill Banks, Jr.
303 Spanish Moss Trail
Destin, Florida 32541

The managing member can only be removed by a majority vote of all members.

ARTICLE VII ~ Initial Registered Office and Registered Agent

The address of the initial principal office of the limited liability company is 303 Spanish Moss Trail, City of Destin, County of Okaloosa, State of Florida 32541, and the name of its initial registered agent at such address is Rill Banks, Jr.

The undersigned, being the original member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **FRC FIBER, LIMITED COMPANY**, executed by the undersigned on the date indicated.


RILL BANKS, JR.

5/25/01
Date signed

01 MAY 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

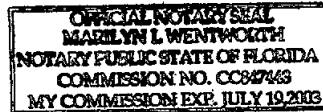
FILED
AND

APPROVED

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25th day of May, 2001, by Rill Banks, Jr., who is personally known to me.

Marilyn L. Wentworth
Notary Public
My Commission Expires:



APPROVED
AND
FILED
01 MAY 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE

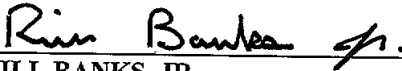
Pursuant to the provisions of Section 6008.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate registered office and registered agent in the State of Florida:

1. Name: The name of the limited liability company is **FRC FIBER, LIMITED COMPANY.**

2. Registered Office: The address of the registered office of the limited liability company is 303 Spanish Moss Trail, City of Destin, County of Okaloosa, State of Florida 32541.

3. Registered Agent: **RILL BANKS, JR.** is appointed, and by his signature below accepts appointment, to act as the Registered Agent of **FRC FIBER, LIMITED COMPANY.**

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.


RILL BANKS, JR.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA