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Requester's Name

THE ST. ARMANDS LAW GROUP, P.A.  
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SARASOTA, FL 34236

100004616071--8  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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TALLAHASSEE, FLORIDA

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 2, 2001

THE ST. ARMANDS LAW GROUP, P.A.  
400 MADISON DR  
SUITE 250  
SARASOTA, FL 34236

SUBJECT: TELCO SOFTWARE CONSULTING & RESEARCH, L.C.  
Ref. Number: W01000022765

We have received your document for TELCO SOFTWARE CONSULTING & RESEARCH, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan  
Document Specialist

Letter Number: 701A00055318

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TALLAHASSEE, FLORIDA  
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**ARTICLES OF ORGANIZATION FOR  
LIMITED LIABILITY COMPANY**

These are the Articles of Organization of the Telco Software Consulting & Research , L.C., and are executed by the undersigned persons for the purpose of forming a Florida limited liability company under the Florida Limited Liability Company Act.

1. **NAME**

The name of the limited liability company is **Telco Software Consulting & Research, L.C.**

2. **PURPOSES AND POWERS**

This limited liability company is organized for the purpose of engaging in any lawful business (other than banking or insurance) and is vested with all of the statutory authority and powers provided under the laws of the State of Florida to conduct such business, the purposes of the limited company are as follows:

To manage or administer as agent the business property of any limited liability company, corporation, firm or person, and to sell or dispose of, receive and make disbursements for, or arrange for the management or administration of the whole or any part of the business or property of any corporation, firm or person, and to act as agent, broker, consignee, or factor of others in buying and selling all manner and kind of goods, real and personal, and to make with others in reference to the handling and disposing of the same, and to deliver such goods on bills of lading in the name of this limited company, to draw drafts against such bills of lading, and to carry insurance in the name of this limited company, corporation, firm or person.

To take listings for real property and to offer for sale of such properties; to execute any and all documents and contracts necessary for the operation of a real estate brokerage firm; to enter into contracts with potential vendors of real estate, providing for a commission fee for selling any and all properties.

To acquire by purchase, lease, gift, devise, or otherwise, and to own , use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in and dispose of real estate, real and personal property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature and description, weather as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, leasing, and operating real and personal property of any and all kinds.

To carry on a general investment and management consultant and advisory business relating to investments and the operation of business, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To

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SNOOKS & ASSOCIATES, P.A.

maintain executive and personnel for the purpose of consulting with and advising others in all matter relating to investments and the management and the operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell projects and developments on its own behalf and on the behalf of others in connection with the operation, management and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own kind and description, whether as a promoter, partner, member or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of industrial and commercial enterprises. To manage and provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any limited company, corporation, association, partnership or individual for the management, conduct, operation and supervision of all kinds of investments and businesses. To advertise, promote, merchandise and otherwise purvey the services authorized herein; to negotiate and to contract with respect to furnishing of the same for or on behalf of any person, firm, limited company, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, limited companies or corporations engaged in like or similar activities; and generally to exploit the services and objects of the limited company by all lawful means.

To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own limited company certificates or other securities, including without limitation any shares of stock, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, limited company or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own certificates, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this limited company, and to do said acts as fully and to do the same extent as natural persons might or could do, in any part of the world, as agents, partners, trustees, or otherwise, either alone or in conjunction with any person, association, limited company or corporation.

### 3. DURATION

The latest date upon which the Limited Liability Company is to dissolve is on December 31, 2032.

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4. **PRINCIPAL OFFICE, REGISTERED OFFICE, AND RESIDENT AGENT**

For this limited liability company, the following are its principal place of business in the State of Florida, its registered office, and the name and address of its resident agent at its resident office:

<p>location of principal place of business in Florida <i>and mailing address</i></p>	<p>400 Madison Drive, Suite 250 Sarasota, FL 34236</p>
<p>location of registered office in Florida</p>	<p>400 Madison Drive, Suite 250 Sarasota, FL 34236</p>
<p>name and address of the resident agent at the resident office</p>	<p>Bradley W. Lang 400 Madison Drive, Suite 250 Sarasota FL, 34236</p>

5. **INITIAL MEMBERS AND CAPITAL PERCENTAGES**

The initial *members, capital percentages, and voting percentages* are:

member's name/address	member's capital account	member's capital percentage	member's voting percentage
Jaroslav Endrst Bellova 157 109 00 Praha 10, Czech Republic	50%	50%	50%
Petr Tesar P. Velikeho 1360 250 82 Uvaly, Czech Republic	50%	50%	50%

6. **LIABILITY OF MEMBERS**

Each member's liability shall be limited to the amount of his or her original contribution. The members are not otherwise liable for any debt, obligation or liability of the company.

7. **AGREED ADDITIONAL CONTRIBUTORS**

None.

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8. **ASSOCIATION OF A NEW MEMBER**

No person may become a *member* either directly through the limited liability company or indirectly through another *member* ( by assignment or otherwise), without the *unanimous consent* of all *members*.

9. **SURVIVAL PROVISIONS**

This entry shall survive the death of any member hereunder, prior to the expiration of the thirty year period provided in paragraph 3, and shall continue for thirty years as set forth in paragraph 3 above.

10. **MANAGEMENT BY MANAGER**

The limited liability company is to be managed by Comanagers. The name and street address of the initial manager is:

Jaroslav Endrst  
Bellova 157  
109 00 Praha 10, Czech Republic

Petr Tesar  
P. Velikeho 1360  
250 82 Uvaly, Czech Republic

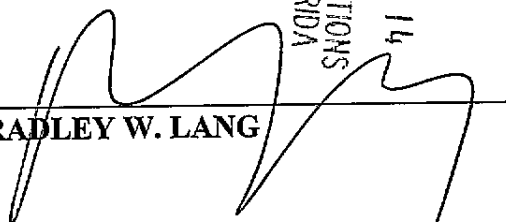
11. **ORGANIZERS**

The names and addresses of the persons organizing this limited liability company are:

Bradley W. Lang, Esquire  
400 Madison Drive, Suite 250  
Sarasota, FL 34236

DATED on this 25<sup>th</sup> day of September, 2001.

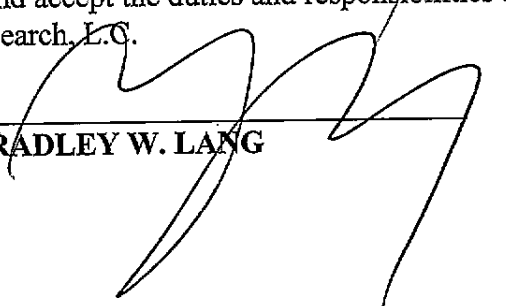
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\_\_\_\_\_  
BRADLEY W. LANG

**ACCEPTANCE AND APPOINTMENT AS RESIDENT AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for Telco Software Consulting & Research, L.C.

DATED this 25<sup>th</sup> day of September, 2001

  
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BRADLEY W. LANG