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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

air paging wireless, llc

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Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

AIR PAGING WIRELESS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be AIR PAGING WIRELESS, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be, 10757 N.W., Miami, Florida 33172.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall terminate not later than 2032 A.D., unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is JUAN C. MEDINA, 10757 N.W. 23 Street, Miami, Florida 33172.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The member of the company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

THIS INSTRUMENT PREPARED BY:
Pedro R. Carrillo, ESQUIRE
Law Offices of Carrillo & Carrillo, P.A.
1401 Ponce De Leon Blvd., Suite 200
CORAL GABLES, FL. 33134
TELEPHONE (305) 460-6001
FLORIDA BAR #104345

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**PAGE TWO ARTICLES OF ORGANIZATION OF
AIR PAGING WIRELESS, LLC**

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Members shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by member-managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial member-managers of the company signing these Articles is JUAN C. MEDINA, 10757 N.W. 23 Street, Miami, Florida 33172 and ESTEBAN J. TAMAYO, 10757 N.W. 23 Street, Miami, Florida 33172.

ARTICLE X -- INDEMNIFICATION AND LIABILITY

The Company may, as determined by the manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

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**PAGE THREE ARTICLES OF ORGANIZATION OF
AIR PAGING WIRELESS, LLC**

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in Miami, Florida, on this ____ day of _____, 2001.

By:

Juan C. Medina
JUAN C. MEDINA

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TALLAHASSEE, FLORIDA

By:

Esteban J. Tamayo
ESTEBAN J. TAMAYO

STATE OF FLORIDA)

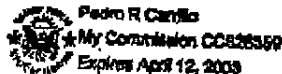
COUNTY OF MIAMI-DADE)

) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared JUAN C. MEDINA, who presented a Florida driver's license as identification, who, as organizer, executed the foregoing Articles of Organization and acknowledged before me that she executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of NOV, 2001.

Pedro R. Canillo
NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



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