

LO2000000847

JAMES P. HINES  
RANDY MILLER  
CHRISTOPHER H. NORMAN  
JAMES P. HINES, JR.  
STEPHEN C. SULLIVAN  
ROBERT D. HINES

TAXATION  
CORPORATION & BUSINESS LAW  
ESTATE PLANNING & ADMINISTRATION

HYDE PARK PROFESSIONAL CENTER  
315 S. HYDE PARK AVENUE  
TAMPA, FLORIDA 33606

(813) 251-8659  
FAX (813) 254-6153

January 7, 2002

200004758592--0  
-01/08/02--01033--001  
\*\*\*\*125.00 \*\*\*\*125.00

Via Federal Express

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: MKW TELECOMMUNICATIONS, LLC

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above-captioned limited liability company and our check in the amount of \$125.00 to cover the cost of the following:

Filing Fee	\$100.00
Registered Agent Fee	25.00
	<u>\$125.00</u>

Please file the Articles of Organization, date stamp the enclosed copy and return it to our office. Also, please note that the effective date of the above-referenced Florida Limited Liability Company is January 7, 2002.

Thank you for your assistance.

Very truly yours,

  
Christopher H. Norman

CHN:et  
Enclosures

FILED  
02 JAN - 8 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LO2-847  
OK

etk.  
1-7-02

FILED  
02 JAN - 8 PM 12: 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The undersigned authorized representative, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits and files with the Florida Department of State, these Articles of Organization.

**ARTICLE I - Name**

The name of the limited liability company created hereby (hereinafter, "the Company") is: **MKW TELECOMMUNICATIONS, LLC**

**ARTICLE II - Purpose**

The Company's business activities shall include, but not be limited to: the acquisition, disposition, leasing, management, and maintenance of real property and personal property, and the provision of goods and services in the telecommunications industry. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient

to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

### **ARTICLE III - Address**

The mailing address and street address of the principal office of the Company shall both be

760 Sand Pine Drive NE  
St. Petersburg, FL 33703

FILED  
02 JAN - 8 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE IV - Duration**

The existence of the Company shall commence on January 7, 2002, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

### **ARTICLE V - Management**

The Company shall be managed by the following individual:

Michael L. Wallace  
760 Sand Pine Drive NE  
St. Petersburg, FL 33703

**ARTICLE VI - Admission of Additional Members**

The members may admit additional members pursuant to the written consent of a majority-in-interest of the members in existence prior to the admission of any such additional member. For this purpose, a majority-in-interest of the members shall be members owning more than 50% of the issued and outstanding ownership interests of the Company.

**ARTICLE VII - Right of Members To Continue Business**

With the written consent of a majority-in-interest of the remaining member or members, the remaining member or members of the Company, if any, shall be entitled to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. For this purpose, a majority-in-interest of the members shall be members owning more than 50% of the issued and outstanding ownership interests of the Company.

**ARTICLE VIII - Registered Office and Agent**

The address of the initial registered office of the Company in the State of Florida is 315 S. Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is Christopher H. Norman.

IN WITNESS WHEREOF, the undersigned representative hereby acknowledges that, in accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

By:



Christopher H. Norman  
as Authorized Representative

FILED  
02 JAN - 8 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE SECTION 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **MKW TELECOMMUNICATIONS, LLC**
2. The name and the Florida street address of the registered agent are:

Christopher H. Norman , Esq.  
Hines Norman & Associates, P.L.  
315 South Hyde Park Avenue  
Tampa, Florida 33606

*Having been named as registered agent and to accept service of process for the above-named 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, Florida Statutes.*



\_\_\_\_\_  
Christopher H. Norman , Esq.

FILED  
02 JAN - 8 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA