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January 28, 2002

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Organization for Wireless Home Entertainment, LLC

Dear Sir/Madam:

Enclosed please find an original and two copies of Articles of Organization for Wireless Home Entertainment, LLC along with our firm's check in the amount of \$130.00 for the following:

|                       |                |
|-----------------------|----------------|
| Filing Fee            | \$100.00       |
| Registered Agent Fee  | \$ 25.00       |
| Certificate of Status | <u>\$ 5.00</u> |
|                       | \$130.00       |

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\*\*\*\*130.00 \*\*\*\*130.00

Please file the original Articles and Certificate of Registered Agent and return the Certificate of Status to me. If you have any questions or need anything further, please contact me.

Very truly yours,

LINDELL & KELLISON, P.A.

*Karen E. Wendzel*  
Karen E. Wendzel

KEW/mgd  
Enclosures

cc: Dean J. Eisold

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR  
WIRELESS HOME ENTERTAINMENT, LLC**

**ARTICLE I - NAME**

The name of the limited liability company is Wireless Home Entertainment, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of Wireless Home Entertainment, LLC, is 5438 Tierra Verde Lane, Jacksonville, FL 32258.

**ARTICLE III - DURATION**

The period of duration for Wireless Home Entertainment, LLC shall be perpetual commencing on the date of filing of these Articles of Organization.

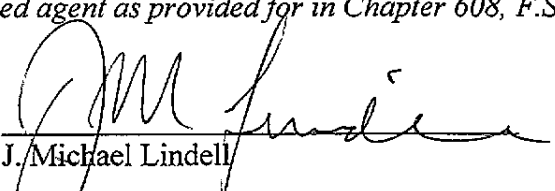
**ARTICLE IV - REGISTERED AGENT, REGISTERED OFFICE,  
& REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent is:

J. Michael Lindell, Esq.  
Lindell & Kellison, P.A.  
12276 San Jose Boulevard, Suite 126  
Jacksonville, Florida 32223

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TALLAHASSEE, FLORIDA

*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.*

  
J. Michael Lindell

**ARTICLE V - MANAGEMENT**

Wireless Home Entertainment, LLC, is to be managed by the members.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to Wireless Home Entertainment, LLC only upon the unanimous written consent of the existing member(s).

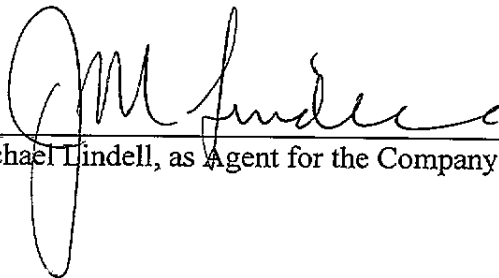
**ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event which terminates the continued membership of a member in the company, the remaining member, or members, shall have the right to continue the business of the company, subject to the terms of any operating agreement, members' agreement or similar agreement entered into hereafter between the parties.

**ARTICLE VIII - EFFECTIVE DATE**

The Effective Date of these Articles is the date of filing.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed his seal this 28<sup>th</sup> day of January, 2002.

  
\_\_\_\_\_  
J. Michael Lindell, as Agent for the Company

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