

L02000005195

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FILED
02 MAR -4 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID C. SALIVAR
JOE G. HARMS II

February 13, 2002

VIA FEDERAL EXPRESS 2ND DAY AIR
CONFIRMATION # 7927 0258 3550

Katherine Harris, Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800004926408--0
-03/05/02--01013--002
*****30.00 *****30.00

Re: Toro Wireless LLC

800004926408--0
-02/14/02--01060--008
*****100.00 *****100.00

Dear Ms. Harris:

Enclosed are duplicate originals of the Articles of Organization for the above together with our check number 20639 in the amount of \$100.00 in payment of the filing fee.

Please file the Articles, issue your letter evidencing the existence of this LLC and return one file-stamped copy of the Articles together with the letter to my attention.

Thanking you in advance, I remain

Very truly yours,

SALIVAR & HARMS, LLP

Joe Harms
Joe G. Harms II

L02-5195
JG

JGH/jai
Enclosures

SALIVAR & HARMS, LLP
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DAVID C. SALIVAR
JOE G. HARMS II

February 25, 2002

Florida Department of State
Division of Corporations
Attention: Ms. Tammi Cline
P.O. Box 6327
Tallahassee, FL 32314

02 MAR - 4 AM 9: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RE: Toro Wireless LLC
Reference Number: W02000005037

Dear Ms. Cline:

Enclosed is a copy of your letter to me dated February 21, 2002 together with our check number 20705 in the amount of \$30 in payment of the balance due of \$25 for the original filing fee and \$5 for one (1) certificate of status.

Please process this matter at your earliest convenience.

Thanking you in advance, I remain

Very Truly Yours,

SALIVAR & HARMS, LLP



Joe G. Harms II

JGH/jai
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 21, 2002

JOE G. HARMS II
1401 SOUTH BRENTWOOD BLVD., SUITE 575
ST. LOUIS, MO 63144

SUBJECT: TORO WIRELESS LLC
Ref. Number: W02000005037

02 MAR -4 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We have received your document for TORO WIRELESS LLC and check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 002A00010683

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TORO WIRELESS LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

8345 NORTHWEST 66TH STREET #3909
MIAMI, FLORIDA 33166

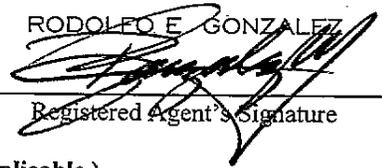
FILED
02 MAR -4 AM 9:52
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TALLAHASSEE, FLORIDA

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

RODOLFO E. GONZALEZ
Name
8345 NORTHWEST 66TH STREET # 3909
Florida street address (P.O. Box **NOT** acceptable)
MIAMI, FLORIDA 33166
City, State, and Zip

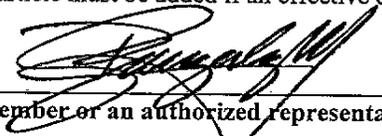
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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..

RODOLFO E. GONZALEZ

Registered Agent's Signature

ARTICLE IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

(An additional article must be added if an effective date is requested)


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

RODOLFO E. GONZALEZ
Typed or printed name of signee

- FILING FEES:
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)