

Florida Department of State  
Division of Corporations  
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Fax Number : (850)205-0383

From:

Account Name : REJEAN LEDUC  
Account Number : I19980000058  
Phone : (954)457-9070  
Fax Number : (954)457-0089

**LIMITED LIABILITY COMPANY**

**VOICETEL USA L.L.C.**

Certificate of Status	0
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Page Count	07
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**FAX AUDIT # H020001844784**

**ARTICLES OF ORGANIZATION**  
**OF**  
**VOICETEL USA L.L.C.**

The undersigned, has executed the following documents as Manager of the above named Company, a Company organized under the laws of the State of Florida, and all rights and obligations of the undersigned as Manager, and those of the Company, are to be determined in accordance with the laws of the State of Florida, and for said purposes, hereby adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of this Limited Liabilities Company shall be VOICETEL USA L.L.C.;

**ARTICLE II - DURATION**

The Company shall commence existence upon the filing of these Articles of Organization by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III - POWERS**

The Company may transact any and all lawful business for which Companies may be organized under the laws of the State of Florida and engaged in any trade or business which can, in the opinion of the Board of Directors of the Company, be advantageously carried on in connection with or auxiliary to the foregoing business. The Company shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation, and without limiting the preceding, the Company may:

1. Transact any and all lawful business;
2. Said Company shall furthermore have the following additional powers:

TO have perpetual succession by its business name;

TO sue and be sued, complain, and defend in its Business name in all actions or proceedings;

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TO have a Seal, which may be altered at the will of the Directors and to use the same by causing it, or a facsimile, to be impressed, affixed, or in any other manner reproduced;

TO purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated;

TO sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

TO lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

TO purchase, take, receive, subscribe to, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or any interest in or obligations of, other domestic or Foreign Companies, associations, partnerships, or individuals, for direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

TO enter into contracts and guaranties and incur liabilities, or money at such rate of interest that the Company may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

TO lend money for its business purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds, so loaned or invested;

TO conduct its business, carry on its operations, and have offices and exercise the powers granted by the appropriate laws of the State of Florida governing Companies, for the administration;

TO make donations for the public welfare or for charitable, scientific, or educational purposes;

TO pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and Employees and for any or all of the Directors, Officers and Employees of its Subsidiaries;

TO be a promoter, manager, partner, member or associate of any company, partnership, joint venture, trust, or other enterprise;

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TO have and exercise all powers necessary to affect its purposes;

TO indemnify any person who buy reason of the fact that he or she is or was a Director, Officer, Employee or Agent of the Company to the full extent as permitted by Florida Law;

**ARTICLE IV - ADDRESS**

The mailing address of the company and street address of the principal office of the company is 2709 Swamp Cabbage Court, Fort Myers, FL. 33901;

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and Street of the initial registered agent of the company is Daniel Courteau, 2709 Swamp Cabbage Court, Fort Myers, FL. 33901;

**ARTICLE VI - MANAGEMENT**

The company will be managed by (a) manager (s) to be elected in accordance with the Company's regulation. The name(s) of the initial manager(s) who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the Regulations of the Company, are as follow:

Daniel Courteau : Operating Manager & Secretary/Treasurer

**ARTICLE VII - ADDITIONAL MEMBERS**

The members of the Company shall have the right to admit additional members by the unanimous vote of the members of the Company and conditions of the admission of new members shall be governed by the Company's regulations.

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**FAX AUDIT # H020001844784****ARTICLE VII – MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company 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 of the Company.

**ARTICLE IX – INDEMNIFICATION**

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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**FAX AUDIT # H020001844784****ARTICLE X - EFFECTIVE DATE**

Pursuant to Section 608.409 of the Act, these articles of Organization and the existence of the company shall become effective on August 22<sup>nd</sup> 2002.

**ARTICLE XI - MEMBERS**

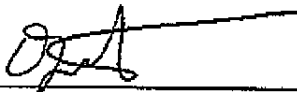
The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with any provision of the Law or these Articles of Organizations. The names of the members of the Company are:

Linda Payne  
Daniel Courteau

**ARTICLE XI**

Nothing in these Articles of Organization shall be taken to limit the power of this Company.

IN WITNESS HEREOF, the undersigned has executed these Articles of Organization on this 22<sup>nd</sup> day of August 2002;



Daniel Courteau

Member / Operating Manager / Secretary & Treasurer

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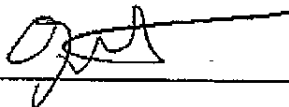
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

The following is submitted in compliance with the Florida Business Company Act:

VOICETEL USA L.L.C. is a Company organized under the laws of the State of Florida, with its registered office located at: 2709 Swamp Cabbage Court, City of Fort Myers, County of Lee, Florida 33901, and has named Mr. Daniel Courteau as agent to accept service of process within this State at the office specified in his acceptance below.



Daniel Courteau

Agent

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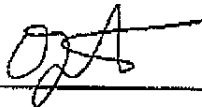
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**ACCEPTANCE:**

I hereby agree, as Registered Agent of VOICETEL USA L.L.C. to accept Service of Process at my office located at: 2709 Swamp Cabbage Court, City of Fort Myers, County of Lee, Florida 33901, opened during the hours prescribed by Florida Statutes;

I furthermore agree to post my name, and any other officers of said Company authorized to accept service or process, at the Florida designated address, in some conspicuous place in said office as required by law.



Daniel Courteau

Registered Agent

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