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Division of Corporations  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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## LIMITED LIABILITY COMPANY

voice powered networks, llc

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November 21, 2002

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

OF

VOICE POWERED NETWORKS, LLC

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company shall be: VOICE POWERED NETWORKS, LLC

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this limited liability company is any lawful activity or business which has to do with Messaging Service.

ARTICLE III. TERM OF EXISTENCE

This limited liability company shall have perpetual existence.

ARTICLE IV. ADDRESS

*mailing*  
The initial address of the principal and registered office of this limited liability company is to be:

1525 N.W. 165<sup>th</sup> Street, Suite 200

Miami, Florida 33162

Telephone: 305-913-4000

Facsimile: 305-913-4026

The Board of Directors may from time to time designate such other address and place for the principal office of this limited liability company as it may see fit.

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## **ARTICLE V. MANAGEMENT**

This limited liability company is to be managed by the members and the names and addresses of the managing members are:

1. Anthony Petrona, Chief Executive Officer  
11550 S.W. 22<sup>nd</sup> Court  
Davie, Florida 33325
2. Michael Noshay, President  
7504 Appalachian Lane  
Parkland, Florida 33067
3. Joe Milestone, Vice President  
1525 N.W. 165<sup>th</sup> Street, Suite 200  
Miami, Florida 33169

## **ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS**

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be: 1/3 is required by unanimous vote.

## **ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of member in the limited liability company shall be: 1/3 is required by unanimous vote.

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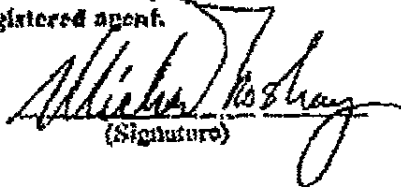
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is: VOICE POWERED NETWORK, LLC
2. The name and address of the registered agent and office is:

Michael Nothuy  
1525 N.W. 165<sup>th</sup> Street, Suite 200  
Miami, Florida 33169  
Telephone: 305-913-4000  
Facsimile: 305-913-4026

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.

  
(Signature)

11/18/02  
(Date)

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