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Division of Corporations

Florida Department of State
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Phone : (941) 746-1167
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LIMITED LIABILITY COMPANY

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GULF COAST WIRELESS GROUP, LLC

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SOUTHERD DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR
GULF COAST WIRELESS GROUP, LLC

The undersigned, acting as the organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I
Name

The Name of the Company is GULF COAST WIRELESS GROUP, LLC, a Florida limited liability company.

ARTICLE II
Commencement Date and Duration

The Company's existence shall commence upon filing these Articles with the Florida Department of State, and shall continue perpetually unless dissolved in accordance with Section 608.441 of the Act.

ARTICLE III
Purpose

The purpose of the Company shall be to engage in any lawful business that may be engaged in by a Florida Limited Liability Company and engage in such business activities as may be determined by the Members from time to time. The Company shall have the authority to do all things necessary or convenient to accomplish its purpose and operate its business.

ARTICLE IV
Principal Office

The mailing address and the street address of the principal office of the Company shall be 5745 Manatee Avenue West, Suite 82, Bradenton, Florida 34209.

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ARTICLE V
Registered Agent and Office

The initial registered agent for the Company for service of process shall be ALLAN JOHNSTON, and the address of the registered agent shall be 5745 Manatee Avenue West, Suite 82, Bradenton, Florida 34209.

ARTICLE VI
Management of Business

The Company shall be managed by a Manager or Managers. NEMESIS GROUP, LLC, a Florida limited liability company, of 5745 Manatee Avenue West, Suite 82, Bradenton, Florida 34209, will serve as Manager of the Company until its successor is elected and qualified as provided in the Operating Agreement. The Manager is hereby authorized to convey and encumber title to all real and personal property of the Company, borrow money or obtain other financial accommodations for the Company, create security interests in any property of the Company, and to otherwise deal with the assets and property of the Company in any manner which the Manager deem appropriate. In furtherance of such authorization, the Manager shall have the authority to execute on behalf of the Company any and all agreements, deeds, mortgages, security interests, conditional sales contracts, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, affidavits, and documents as are necessary, reasonable or desirable to convey or encumber title to any real or personal property of the Company and otherwise conduct the business of the Company. The signature and execution of such documents by the Manager shall clearly set forth that the execution is on behalf of the Company, and that the Manager is signing on behalf of the Company. Third parties may rely upon the execution of such documents by the Manager as binding on the Company without further inquiry, consent, or approval.

ARTICLE VII
Admission of Additional Members

Additional Members may be admitted only by a vote of the Members owning a majority of the outstanding voting Units, upon terms and conditions established by the Members from time to time in their sole discretion.

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ARTICLE VIII
Membership

The Company shall have only one class of Membership, and the rights, obligations, and responsibilities associated with Membership shall be set forth in the Operating Agreement for the Company.

ARTICLE IX
Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act unless limited by these Articles of Organization or the Operating Agreement.

ARTICLE X
Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

ARTICLE XI
Amendments

These Articles may be amended or restated at any time by a vote of the Members owning a majority of the outstanding voting Units, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII
Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth therein.

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ARTICLE XIII
Contracting Debts

No member of the Company shall be an agent of the Company solely by virtue of being a Member. No debt shall be contracted nor liability incurred by or on behalf of the Company except by its Managers, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a Manager.

IN WITNESS WHEREOF, the undersigned organizing Member of GULF COAST WIRELESS GROUP, LLC, has executed these Articles of Organization this 6th day of March, 2003.

GULF COAST WIRELESS GROUP, LLC,
a Florida limited liability company

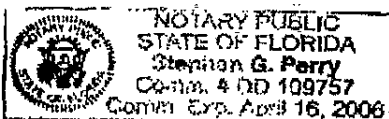
By: THE NEMESIS GROUP, LLC,
a Florida limited liability company

By: [Signature]
ALLAN JOHNSTON, Manager
(Company Seal)

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ALLAN JOHNSTON, as Manager of NEMESIS GROUP, LLC, a Florida limited liability company, known to me to be the organizing Member of GULF COAST WIRELESS GROUP, LLC, the Florida limited liability company in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such limited liability company, and that an oath was not taken. (Check one:) ☒ Said person(s) is/are personally known to me. ☐ Said person(s) provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of March, A.D. 2003.



MY COMMISSION EXPIRES:

NOTARY PUBLIC

Printed Notary Signature
Commission No. _____

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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT
FOR GULF COAST WIRELESS GROUP, LLC

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

THE NEMESIS GROUP, LLC,
a Florida limited liability company

By: 
ALLAN JOHNSTON, Manager

(Company Seal)

DATED: March 6, 2003

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