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(Requestor's Name)

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(City/State/Zip/Phone #)

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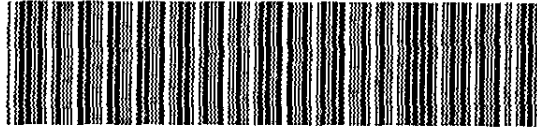
(Business Entity Name)

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OK

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

February 4, 2004

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

RE: RED PHONE INVESTMENTS, L.L.C.

Gentlemen:

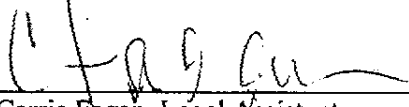
Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$155.00 representing the following:

Filing Fee	\$ 100.00
Certificate Designating Resident Agent	25.00
Certified Copy of Articles of Organization	30.00

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 
Carrie Fagan, Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
RED PHONE INVESTMENTS, L.L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Red Phone Investments, L.L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on February 1, 2104.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is 408 W. University Avenue, Suite 1101, Gainesville FL 32601. The name and address of the Company's initial registered agent in the State of Florida is Steven Miles Kinsell, 408 W. University Avenue, Suite 1101, Gainesville FL 32601.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

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**ARTICLE VI
MANAGEMENT**

The Company will be managed by its Manager in accordance with the Company's regulations. The name and business address of the Manager is Steven Miles Kinsell, 408 W. University Avenue, Suite 1101, Gainesville FL 32601.

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 4 DAY OF FEBRUARY, 2004.


STEVEN MILES KINSELL

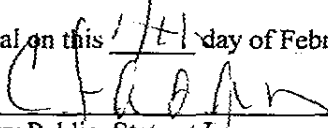
STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared STEVEN MILES KINSELL who is known to me to be the person who executed the foregoing Articles of Organization on behalf of RED PHONE INVESTMENTS, L.L.C.

In witness whereof, I have hereunto set my hand and seal on this 4 day of February, 2004.



Carrie P. Fagan
MY COMMISSION # CC993032 EXPIRES
January 10, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State at Large
My Commission Expires:

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TALLAHASSEE, FLORIDA

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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: RED PHONE INVESTMENTS, L.L.C.
2. The name and address of the registered agent and office is:

Steven Miles Kinsell
408 W. University Avenue, Suite 1101
Gainesville FL 32601

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.



STEVEN MILES KINSELL, Registered Agent

Date: 2/4/2004

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TALLAHASSEE, FLORIDA

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