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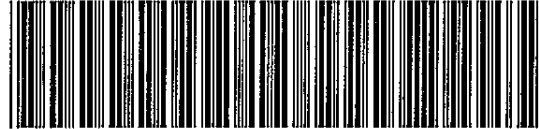
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NEW

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04 FEB 12 AM 9:05
SOUTH CAROLINA



Florida Incorporators, Inc.

Mark S. Hankins
President
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

February 6, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: USA Sprints, LLC

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Organization for the above-referenced LLC, and funds of \$155 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

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 a member in the limited liability company shall be:

The remaining members have the right 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 a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

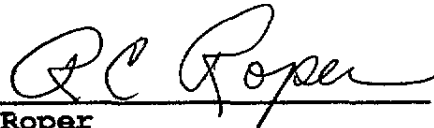
The initial registered agent and registered office of the limited liability company shall be:

RC Roper
183 Louise Street
Ft. Myers, FL 33905

ARTICLE VIII - Effective Date:

The effective date of the limited liability company shall be February 1, 2004.

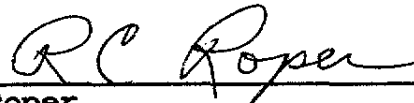
DATED: January 30, 2004



RC Roper
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.



RC Roper