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LIMITED LIABILITY COMPANY

Noni Unwired, LLC

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**EFFECTIVE DATE
3-18-04**

[Signature]

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**ARTICLES OF ORGANIZATION
OF
NONI UNWIRED, LLC,
a Florida limited liability company**

ARTICLE I - NAME

The name of this Florida limited liability company is NONI UNWIRED, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 528 Rivera Isla, Fort Lauderdale, Florida 33301.

ARTICLE III - INITIAL REGISTERED AGENT

The name and Florida street address of the Registered Agent of the Company are NALDA PEARSON STEELE, 528 Rivera Isla, Fort Lauderdale, Florida 33301.

ARTICLE IV - MANAGER(S) OR MANAGING MEMBER(S)


The name and address of each Manager or Managing Member is as follows:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>
NALDA PEARSON STEELE	Manager

ARTICLE V - COMPANY EXISTENCE

The Company's existence shall be effective as of the time of the filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual.

DATE: March 18, 2004.


NALDA PEARSON STEELE, as Trustee of
THE PROSPER SIBLINGS TRUST, Sole Member
by Mitchell D. Schepps, as Attorney-in-Fact

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

EFFECTIVE DATE
3-18-04

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

LIMITED LIABILITY COMPANY:

NONI UNWIRED, LLC

REGISTERED AGENT AND REGISTERED OFFICE:

NALDA PEARSON STEELE
528 Rivera Isla
Ft. Lauderdale, FL 33301

Having been named as Registered Agent and to accept service of process for the Company named above at the place designated in this Certificate, I hereby agree to 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 as provided for in Chapter 608, Florida Statutes.



NALDA PEARSON STEELE, Registered Agent
by Mitchell D. Schepps, as Attorney-in-Fact

DATE: March 18, 2004.

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MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600B
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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