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Florida Department of State  
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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

JAX TELECOM PARTNERS, LLC

Certificate of Status	0
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Page Count	05
Estimated Charge	\$55.00

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
JAX TELECOM PARTNERS, LLC**

JAX TELECOM PARTNERS, LLC, a Florida limited liability company (the "Company"), hereby certifies as follows:

1. The Articles of Organization of the Company were filed on April 14, 2004 and assigned document number L04000029077, the amendment and restatement of which has been adopted by the Company.

2. The Articles of Organization of the Company are hereby amended in their entirety and, as so amended, restated to read as follows:

**ARTICLES OF ORGANIZATION  
OF  
JAX TELECOM PARTNERS, LLC**

The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this limited liability company is JAX TELECOM PARTNERS, LLC (the "Company") and its principal office and mailing address is 2500 Peachtree Road, Atlanta, Georgia 30305.

**ARTICLE II  
EFFECTIVE DATE**

The Company shall commence its existence on April 15, 2004, the date of filing of its original Articles of Organization with the Florida Department of State.

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**ARTICLE III**  
**PURPOSE OF ORGANIZATION**

The Company's business and purpose shall consist solely of the following:

1. to engage solely in the acquisition, ownership, operation and management of the land and improvements known as the "Jax Telecom Building" located at 421 W. Church Street, Jacksonville, Duval County, Florida (the "Property"), pursuant to and in accordance with these Articles of Organization and the Company's Operating Agreement; and
2. to engage in such other lawful activities permitted to limited liability companies by the applicable laws and statutes for such entities of the State of Florida as are incidental, necessary or appropriate to the foregoing purposes stated in subparagraph 1. above.

**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Company at such address is J. Stephen Gardner.

**ARTICLE V**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

**ARTICLE VI**  
**INDEMNIFICATION**

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

**ARTICLE VII**  
**LIMITATIONS**

Notwithstanding any other provision of these Articles and any provisions of law that otherwise so empowers the Company, the Company shall not, without the unanimous consent of its members, do any of the following:

1. engage in any business or activity other than those set forth in Article III;

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2. do any act which would make it impossible to carry on the ordinary business of the Company, except as otherwise provided in these Articles;

3. borrow money or incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on the Company's property; except however, the manager or managing member, as applicable, is hereby authorized to assume financing (the "Loan") for the Company from Inland Mortgage Corporation in such amount and on such terms as such manager or managing member may elect, and to grant a mortgage, deed of trust, lien or liens on the Company's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;

4. dissolve or liquidate, in whole or in part;

5. consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

6. institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Company or a substantial part of property of the Company, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take Company action in furtherance of any such action; or

7. amend the Articles of Organization or the Operating Agreement of the Company.

In addition to the foregoing, the Company shall not, without the written consent of the holder of the promissory note evidencing the Loan, so long as it is outstanding, take any action set forth in items 1 through 5 or item 7 above.

#### **ARTICLE VIII** **TITLE TO COMPANY PROPERTY**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no member or manager shall have any ownership interest in any company property in such member or manager's individual name or right and each membership or ownership interest in the Company shall be personal property for all purposes.

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**ARTICLE IX**  
**SEPARATENESS PROVISIONS**

The Company shall:

1. maintain books and records and bank accounts separate from those of any other person;
2. maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
3. hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
4. hold regular manager and member meetings, as appropriate, to conduct the business of the Company, and observe all other legal formalities;
5. prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
6. allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
7. transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
8. conduct business in its own name, and use separate stationery, invoices and checks;
9. not commingle its assets or funds with those of any other person; and
10. not assume, guaranty or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members of the Company has executed these Amended and Restated Articles of Organization as of this 2<sup>nd</sup> day of July, 2004.

  
\_\_\_\_\_  
J. Stephen Gardner, Authorized Representative

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

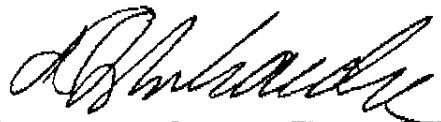
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, JAX TELECOM PARTNERS, LLC desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates J. Stephen Gardner, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.



J. Stephen Gardner, Authorized Representative

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered agent of the above named Company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.



J. Stephen Gardner

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