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**ARTICLES OF ORGANIZATION
OF
PHONE XP3, L.L.C.**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this company is **PHONE XP3, L.L.C.**

**ARTICLE II
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization are filed with the Department of State of the State of Florida and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement for this company or by operation of law.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address of this company shall be Post Office Box 281, Clearwater, Florida 33757. The street address of the principal office of this company shall be 55 Rogers Street, Apartment 204, Clearwater, Florida 33756.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this company shall be located at 401 East Jackson Street, Suite 1700, Tampa, Florida 33602, and the initial registered agent of this company is American Information Services, Inc.

**ARTICLE V
OPERATING AGREEMENT**

The power to adopt the operating agreement for this company, to alter, amend or repeal the operating agreement, or to enter into a new operating agreement, shall be vested in the members of this company. The operating agreement for this company shall be for the government of this company and may contain provisions or requirements for the management or conduct of the affairs

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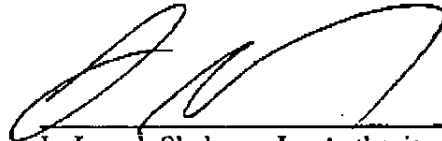
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and business of this company, provided the same are not inconsistent with the provisions of these Articles of Organization, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE VI
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended at any time by the members of this company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of this company has executed these Articles of Organization this 20th day of September, 2006.




L. Joseph Shaheen, Jr., Authorized
Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of September, 2006, by L. Joseph Shaheen, Jr., as authorized representative of a member of this company. He is personally known to me.



Deborah L. Evans
My Commission DD230825
Expires July 10, 2007



Print, Type or
Stamp Name: _____
Notary Public, State of Florida
Serial No., if any: _____

