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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Phone XP8, LLC

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**ARTICLES OF ORGANIZATION
OF
PHONE XP8, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:

Phone XP8, LLC

(hereafter, the "Company").

ARTICLE 2

Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3

Mailing Address and Principal Office

The mailing address of the Company is Post Office Box 281, Clearwater, Florida 33757. The street address of the principal office of the Company is 55 Rogers Street, Apartment 204, Clearwater, Florida 33756.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of the Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of the Company at that address is Valerie Stoker Litschgi.

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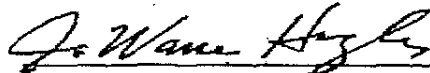
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ARTICLE 5
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 10th day of July, 2007, and the undersigned registered agent acknowledges that she is familiar with, and accepts, the obligations of her position as registered agent of the Company as provided for in Chapter 608 of the Florida Statutes.


J. WARREN HUGHES, Member


VALERIE STOKER LITSCHGI, Registered Agent

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