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915 MIDDLE RIVER DRIVE, SUITE 512
FORT LAUDERDALE, FLORIDA 33304-3582**

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August 29, 2007

Secretary of State
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Division of Corporations
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Tallahassee, Florida 32314

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Gentlemen:

Enclosed please find the Articles of Organization for **RIC'S PREPAID TELECOM LLC**. The acceptance of designation by the Registered Agent for service of process is attached.

Also enclosed is my check in the amount of \$155.00 in payment of the following fees:

Filing Articles <i>Florida Statutes</i> §608.452(2)	\$100.00
Registered Agent <i>Florida Statutes</i> §608.452(6)	\$25.00
Certified Copy of Articles <i>Florida Statutes</i> §608.452(1)	\$30.00

If there is any problem with these documents as submitted, please call toll-free to 800.243.8529 and speak with me or Susan.

Very truly yours,



JON AGEE

JA/bj
Enclosures

RIC'S.ART

**ARTICLES OF ORGANIZATION
OF
RIC'S PREPAID TELECOM LLC**

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These Articles of Organization are made and acknowledged by the undersigned Members for the purpose of creating a domestic limited liability company in accordance with §608.407 *Florida Statutes*.

ARTICLE I

The corporate name of the limited liability company shall be **RIC'S PREPAID TELECOM LLC**. The limited liability company is organized to engage in any lawful act or activity for which a limited liability company may be organized under the provisions of the Florida Limited Liability Company Act set forth in Chapter 608 *Florida Statutes*. Without limitation of the foregoing, it is anticipated that the initial business of the limited liability company will be the sale of prepaid telephone cards and equipment. If the company operates as a real estate broker in Florida, at least one Managing Member will be licensed as a real estate broker, and all qualification and operational procedures required by the State of Florida with respect thereto will be observed.

ARTICLE II

The limited liability company shall have perpetual existence, which existence shall commence upon the date these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE III

The address of the principal business office of the limited liability company shall be 101 North Ocean Drive, Space 163, Hollywood, Florida 33019. The mailing address shall be 1201 S. Ocean Drive, Apt. 2109-N, Hollywood, Florida 33019.

ARTICLE IV

The street address of the initial registered office of the limited liability company shall be 101 North Ocean Drive, Space 163, Hollywood, Florida 33019. The name of the initial registered agent of the limited liability company at that office is Walter B.

Wenrick. A written acceptance of such office in accordance with §608.407(d) *Florida Statutes* accompanies these Articles.

ARTICLE V

The Members may admit additional Members by unanimous written consent of the then existing Members.

ARTICLE VI

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the limited liability company, the remaining Member or Members have the right to continue the business of the limited liability company. The Members may make such continuation contingent upon the performance of certain duties or obligations by the limited liability company or the remaining Members by separate written arrangement. A member who seeks to dispose of his ownership must give the other members a right of first refusal to obtain it for the same price and terms, unless otherwise determined by the Operational Agreement in effect at the time. The foregoing does not apply to *bona fide* gifts. The provisions hereof shall not control in the event of death of a Member whose interest was held as a joint tenant or other manner which provides for transfer to a surviving co-owner or remainderman.

ARTICLE VII

Management of the limited liability company is reserved to the Members. The Managing Member's name and address follow:

Walter B. Wenrick
1201 S. Ocean Drive, Apt. 2109-N
Hollywood, Florida 33019

The foregoing will be the Managing Member. Net income after payment of initial and operational expenses will be divided equally between the Members, unless otherwise stated in the Operational Agreement.

ARTICLE VIII

Unless stated otherwise herein or by separate written document signed by the Members affected, the rights of each Member shall be equal to those of the others; provided that the right to share in the income will be proportionate to the stated share of each Member unless otherwise set forth in a separate written document signed by all Members.

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In witness whereof, the undersigned Members have signed these Articles of Organization and has acknowledged such act before a Notary Public in and for the State of Florida, on this August 26, 2007.

Walter B. Wenrick (SEAL)
Walter B. Wenrick

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me personally appeared Walter B. Wenrick, who is personally known to me or produced the following identification if not personally known to me:

W 562-502-47450-0

(IF NOT PERSONALLY KNOWN, DESCRIBE THE IDENTIFICATION PRODUCED IN THE BLANK ABOVE.)

and who did not take an oath, and acknowledged to and before me that the foregoing Articles of Organization were executed freely for the purposes therein expressed. Witness my hand and official seal this August 26, 2007.



BEATRICE BROWN
MY COMMISSION # DD 453274
EXPIRES: November 21, 2009
Bonded Thru Budget Notary Services

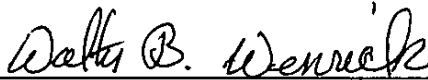
Beatrice Brown
Signature of Notary Public
BEATRICE BROWN
Printed/Typed Name of Notary Public
Commission No. DO 453274
My notary commission expires: 11-21-09

The Notary Public must affix his OFFICIAL SEAL of office in the blank space to the left of the notary public signature line above, and he must state on the lines provided above his typed name, the number of his commission and the date that his notary public commission expires, unless this information is clearly shown by the notary public seal or stamp. (If the commission is for life, he should enter "FOR LIFE" on the line.)

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Notice is hereby given to the Florida Department of State in accordance with §608.415 *Florida Statutes* that the undersigned, having been designated by RIC'S PREPAID TELECOM LLC in its Articles of Organization to serve as the Registered Agent of said limited liability company, and being familiar with the obligations of that position, hereby makes formal acceptance of such position and the responsibilities of the Registered Agent effective simultaneously with the designation. The business office of the undersigned is identical with the registered office of the said limited liability company, as provided by §608.415(1)(a) *Florida Statutes*.

Dated this August 26, 2007.



Walter B. Wenrick
Registered Agent

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