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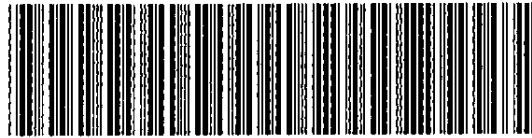
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

SEP - 8 2009

EXAMINER

ARTICLES OF ORGANIZATION

OF

NORTH FLORIDA CELLULAR AT PANAMA CITY MALL, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the Limited Liability Company is **North Florida Cellular at Panama City Mall, LLC** (hereinafter referred to as the "Company").

1. **PERIOD OF DURATION.**

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) The date that is seventy-five (75) years from the date of filing of the Articles of Organization with the Department of State, State of Florida; or
- (ii) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Act; or
- (iii) By the mutual written agreement of a majority in capital interest of the Members.

2. **PURPOSE.**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

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3. **ADDRESS OF PLACE OF BUSINESS.**

The mailing address for the Company is 1725 Capital Circle N.E., Tallahassee, FL 32308 and the street address of the place of business for the Company is 2150 Martin Luther King Blvd., Panama City, Florida 32405. Such address may be changed from time to time as provided in the Operating Agreement.

4. **REGISTERED AGENT.**

The initial registered agent in Florida for the Company is J. Perry Erwin, III, and the initial registered office is located at 1725 Capital Circle N.E., Tallahassee, FL 32308.

5. **CAPITAL CONTRIBUTIONS.**

Contributions to the capital of the Company shall be made by the Members, from time to time, in the manner prescribed by a written Operating Agreement to be made and entered into by the Members, and which may be amended from time to time in accordance with its terms.

6. **MEMBERS.**

The Company shall have at least one (1) Member, and may admit additional members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement. The initial member of the company is:

North Florida Cellular, LLC, a Florida limited liability company - 100%

7. **CONTINUITY OF BUSINESS.**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

8. **MANAGEMENT.**

The Members may elect one or more managers in the manner provided in the Operating Agreement. Any such Manager(s) shall have the powers and authority expressly granted under the Operating Agreement. The initial Manager is:

J. Perry Erwin, III

9. **INDEMNIFICATION.**

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any Member, Manager, former Member or former Manager to the full extent permitted under the Florida Limited Liability Company Act.

Dated this 8 day of SEPT, 2009.

Member:

NORTH FLORIDA CELLULAR, LLC, a
Florida limited liability company

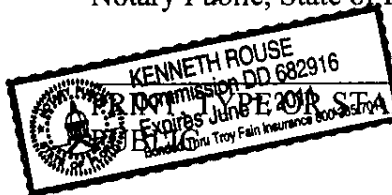
By: _____

J. PERRY ERWIN, III,
Managing Member

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 8 day of SEPT, 2009, by **J. PERRY ERWIN, III** as managing member of **NORTH FLORIDA CELLULAR, LLC**, who [☒] is personally known to me or who [] who presented _____ as identification.

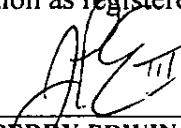
Notary Public, State of Florida



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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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.



J. PERRY ERWIN, III
Registered Agent

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