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Florida Department of State
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Account Number : I201400C0060
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Email Address: cambol@gtlaw.com

FLORIDA LIMITED LIABILITY CO.
Boingo Global US Holdings, LLC

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**ARTICLES OF ORGANIZATION
OF
BOINGO GLOBAL US HOLDINGS, LLC**

ARTICLE I - Name

The name of the limited liability company is **BOINGO GLOBAL US HOLDINGS, LLC** (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 15923 Biscayne Blvd., Suite 204, Miami, FL 33160.

ARTICLE III - Management

The Company shall be managed by its managers, as set forth in the Company's Operating Agreement, and is therefore a manager-managed company. The initial manager of the Company is Eli Milhem,

ARTICLE IV - Registered Agent and Office

The street address of the Company's initial registered agent and office is 15923 Biscayne Blvd., Suite 204, Miami, FL 33160, and the name of its initial registered agent at such office is Eli Milhem.

In accordance with Section 605.0203(1)(b) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 16th day of January, 2018.

/s/ Lourdes C. Cambo
Lourdes C. Cambo
Authorized Representative

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for **BOINGO GLOBAL US HOLDINGS, LLC**, at the place designated in these Articles of Organization, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 605.

Dated this 16th of January, 2018.

By: /s/ Eli Milhem

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