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(Requestor's Name)

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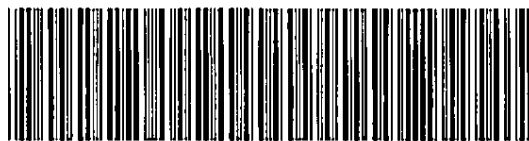
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TALLAHASSEE, FLORIDA



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BURR.COM

November 16, 2018

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FL 32301

RE: Telecom Consulting Group, Inc./Conversion to LLC

Dear Clerk:

Enclosed for filing are the following documents necessary to convert the above-referenced Corporation to a Florida limited liability company:

1. Articles of Conversion; and
2. Articles of Organization.

Also enclosed is our check in the amount of \$150.00 to cover the cost associated with this filing.

Should you have any questions or comments, please contact our office.

Sincerely,

Anthony W. Justice  
Paralegal

awj  
Enclosures

P99000084284

**CERTIFICATE OF CONVERSION FOR  
TELECOM CONSULTING GROUP, INC.  
TO  
TELECOM CONSULTING GROUP, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. TELECOM CONSULTING GROUP, INC. (the "Corporation") has been converted to TELECOM CONSULTING GROUP, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by the shareholders and directors of the Corporation and by the members of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address for the LLC is P.O. Box 568528, Orlando, FL 32856, and the street address of the principal office of the LLC is 4941 South Orange Avenue, Orlando, FL 32806.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is TELECOM CONSULTING GROUP, INC., incorporated under the laws of the State of Florida September 22, 1999.

6. The name of the LLC, as set forth in the attached Articles of Organization is TELECOM CONSULTING GROUP, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §607.1301-607.1333.

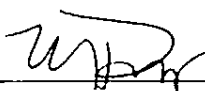
(SIGNATURES ON FOLLOWING PAGE)

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

DATED this 13<sup>th</sup> day of November, 2018

TELECOM CONSULTING GROUP, INC.

By:   
DEBORAH A. PHILLIPS, Director

By:   
MARK P. PHILLIPS, Director

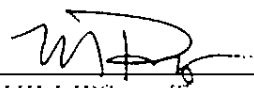
**MEMBERS:**

DEBORAH A. PHILLIPS REVOCABLE TRUST  
dated March 14, 2007, as amended and restated the  
10th day of July, 2018

By:   
DEBORAH A. PHILLIPS, co-Trustee

By:   
MARK P. PHILLIPS, co-Trustee

MARK P. PHILLIPS REVOCABLE TRUST dated  
March 14, 2007, as amended and restated the 10th  
day of July, 2018

By:   
MARK P. PHILLIPS, co-Trustee

By:   
DEBORAH A. PHILLIPS, co-Trustee

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**ARTICLES OF ORGANIZATION  
OF  
TELECOM CONSULTING GROUP, LLC**

The undersigned, acting as the organizer of TELECOM CONSULTING GROUP, LLC under the Revised Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is TELECOM CONSULTING GROUP, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 4941 South Orange Avenue, Orlando, Florida 32806.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by its managers, and the names and addresses of the initial managers until the first annual meeting of members or until their successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>
DEBORAH A. PHILLIPS	P.O. Box 568528 Orlando, Florida 32856
MARK P. PHILLIPS	P.O. Box 568528 Orlando, Florida 32856

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members as provided in the Operating Agreement.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

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## **ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be DEBORAH A. PHILLIPS, and the street address of the Company's initial registered office is 2875 South Orange Avenue, Suite 500-2700, Orlando, FL 32806.

## **ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

## **ARTICLE IX - Indemnification:**

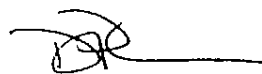
Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

## **ARTICLE X - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, 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 WITNESS WHEREOF**, the undersigned Organizer has executed these Articles of Organization as of this 13<sup>th</sup> day of November 2018

Organizer:



DEBORAH A. PHILLIPS

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is TELECOM CONSULTING GROUP, LLC.
2. The name and address of the registered agent and office is:

DEBORAH A. PHILLIPS  
2875 South Orange Avenue  
Suite 500-2700.  
Orlando, FL 32806

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.



\_\_\_\_\_  
DEBORAH A. PHILLIPS

Dated this 13<sup>th</sup> day of November, 2018

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