Florida Department of State

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From:

Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.

Account Number : I1999000006 : (407)425-7010 : (407)425-2747 Fax Number

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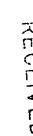
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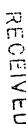
FLORIDA LIMITED LIABILITY CO. TELOCITY LLC

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ARTICLES OF ORGANIZATION

OF

TELOCITY LLC

A Florida Limited Liability Company

ARTICLE I NAME

The name of this limited liability company is "Telocity LLC" (the "Company").

ARTICLE II MAILING AND STREET ADDRESS

The street and mailing address of the principal office of the Company are as follows:

1177 Louisiana Ave Suite 214

Winter Park FL 32789

ARTICLE III

COMMENCEMENT OF COMPANY'S EXISTENCE

In accordance with Section 605.0207, Florida Statutes, the Company's existence shall commence at the time and date on which these Articles of Organization are filed with the Florida Department of State.

ARTICLE IV MANAGEMENT

The Company is to be managed by the members of the Company, and is therefore a member managed limited liability company:

> Tim Lloyd 1177 Louisiana Ave Suite 214 Winter Park FL 32789

> John A. Paccione 1177 Louisiana Ave Suite 214 Winter Park FL 32789

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Brian Gilbert 1177 Louisiana Ave Suite 214 Winter Park FL 32789

ARTICLE V REGISTERED AGENT

The address of the initial Registered Office and the Registered Agent of the Company at such address are as follows:

ZKS Registered Agent Services, LLC 315 E. Robinson Street, Suite 600 Orlando, FL 32801

ARTICLE VI APPLICABLE LAW

The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.

John A. Paccione Authorized Representative

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 605.0113. Florida Statutes, the undersigned subness the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 605 of the Florida Statutes.

Christine L. Weingart, Esq. on behalf of

ZKS Registered Agent Services, LLC

Registered Agent

Christer Werregoot

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