

**L95000000-417**

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PAULA B. GOLD (M.D.)  
MICHAEL J. KOTLER  
ALLAN H. SCHWARTZ  
RONALD M. ZAKARIN

\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND NEW YORK  
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AND PENNSYLVANIA

NEW YORK OFFICE  
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MANHATTAN NEW YORK 10030

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WEST PALM BEACH (407) 844-4000  
FT. LAUDERDALE (305) 822-0900  
FAX (407) 361-0770

May 22, 1995

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

800001500628  
-05/26/95--01104--002  
\*\*\*\*337.50 \*\*\*\*337.50

RE: ARTICLES OF ORGANIZATION FOR MARTEL COMMUNICATIONS, L.C.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization and Designation of Registered Agent for MARTEL COMMUNICATIONS, L.C. for filing. Also enclosed is our firm's check in the sum of \$122.50 in payment of the following costs:

Filing Fee:	\$250.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00
	-----
Total	\$337.50
	=====

Kindly file the Articles of Organization and Designation of Registered Agent and return a conformed copy to the undersigned.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Cheryl R. Clare  
Cheryl R. Clare  
Legal Assistant

/crc  
Enclosures

WEISS\SEC-ST.LTR

FILED  
95 MAY 26 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten initials*

FILED  
95 MAY 26 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
MARTEL COMMUNICATIONS, L.C.

ARTICLE I

NAME

The name of this corporation is  
MARTEL COMMUNICATIONS, L.C.

ARTICLE II

PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate a pay telephone company.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

MEMBERS AND MANAGEMENT

This limited liability company shall have the following members:

STEPHEN M. WEISS as Trustee of the Revocable Trust of Stephen M. Weiss U/A dated May 19, 1995	6244 N.W. 21st Court Boca Raton, FL 33496
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MARLENE WEISS as Trustee of the Revocable Trust of Marlene Weiss U/A dated May 19, 1995	6244 N.W. 21st Court Boca Raton, FL 33496
---	--

The business of the limited liability company shall be managed by the members.

#### ARTICLE IV

##### CONTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

STEPHEN M. WEISS as Trustee of the Revocable Trust of Stephen M. Weiss U/A dated May 19, 1995	\$ 900.00
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MARLENE WEISS as Trustee of the Revocable Trust of Marlene Weiss U/A dated May 19, 1995	\$ 100.00
---	-----------

The members of the limited liability company have agreed to make the following additional contributions, which contributions, if any, shall be made upon the following terms and conditions:

None.

#### ARTICLE V

##### ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of all members of the limited liability company.

#### ARTICLE VI

##### VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

The votes of the members shall be weighted as follows:

STEPHEN M. WEISS as Trustee of the 90%  
Revocable Trust of Stephen M. Weiss  
U/A dated May 19, 1995

MARLENE WEISS as Trustee of the 10%  
Revocable Trust of Marlene Weiss  
U/A dated May 19, 1995

#### ARTICLE VI

##### TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue for a period of thirty (30) years.

In the event of 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 the remaining members shall have the right to continue the business of this limited liability company.

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this limited liability company is 6244 N.W. 21st Court, Boca Raton, Florida 33496, the initial registered agent of this limited liability company is STEPHEN M. WEISS as Trustee of the Revocable Trust of Stephen M. Weiss U/A May 19, 1995, with his address at 6244 N.W. 21st Court, Boca Raton Florida 33496. The members


may, from time to time, change the street and post office address of the limited liability company as well as the location of its principal office.

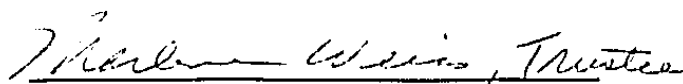
ARTICLE IX

AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this 19 day of May, 1995.

  
STEPHEN M. WEISS as Trustee of the  
Revocable Trust of Stephen M. Weiss  
U/A dated May 19, 1995, Member

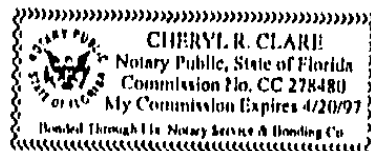
  
MARLENE WEISS as Trustee of the  
Revocable Trust of Marlene Weiss  
U/A dated May 19, 1995, Member

STATE OF FLORIDA            )  
                                  ) ss.  
COUNTY OF PALM BEACH    )

Sworn to and subscribed before me this 19th day of May, 1995, by STEPHEN M. WEISS, Trustee of the Revocable Trust of Stephen M. Weiss U/A May 19, 1995, as Member of MARTEL

COMMUNICATIONS, L.C., who is personally known to me (or who has produced \_\_\_\_\_ as identification) and who did take an oath.

(SEAL)

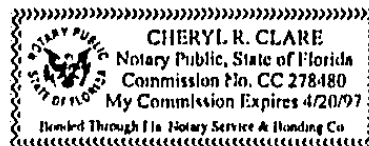


Cheryl R. Clare  
Print Name: Cheryl R. Clare  
Notary Public, State of Florida

STATE OF FLORIDA                    )  
  ) ss.  
COUNTY OF PALM BEACH        )

Sworn to and subscribed before me this 17<sup>th</sup> day of May, 1995, by MARLENE WEISS, Trustee of the Revocable Trust of Marlene Weiss U/A May 19, 1995, as Member of MARTEL COMMUNICATIONS, L.C., who is personally known to me (or who has produced \_\_\_\_\_ as identification) and who did take an oath.

(SEAL)



Cheryl R. Clare  
Print name: Cheryl R. Clare  
Notary Public, State of Florida

WEISS\ART-ORG

FILED  
95 MAY 26 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted, in compliance with said Act:

First--That MARTEL COMMUNICATIONS, L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization in the City of Boca Raton, County of Palm Beach, State of Florida has named STEPHEN M. WEISS as Trustee of the Revocable Trust of Stephen M. Weiss U/A May 19, 1995, located at 6244 N.W. 21st Court, Boca Raton, Florida 33496, its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

*Stephen M. Weiss, Trustee*

STEPHEN M. WEISS as Trustee of the  
Revocable Trust of Stephen M. Weiss  
U/A May 19, 1995  
(Registered Agent)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of MARTEL COMMUNICATIONS, L.C., a Florida Limited Liability Company, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

DATED this 19 day of May, 1995.


*Mark Weiss, Trustee*  
Signature of a member or authorized  
representative of a member.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

WEISS\CONTRIB.CRT



**FILE NOW: Fee after May 1, will be \$263.75**

<b>LIMITED LIABILITY COMPANY ANNUAL REPORT 1996</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS</b>	
<b>FILING FEE \$ 238.75</b>		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company <b>MARTEL COMMUNICATIONS, L.C. 6244 N.W. 21ST COURT BOCA RATON FL 33496</b>		<b>DOCUMENT #L95000000417</b> <i>96-AR CM</i>	
1a. Principal Place of Business Address <b>6244 N.W. 21ST COURT BOCA RATON FL 33496</b>		3. Date Organized or Qualified <b>05/26/1995</b>	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		3a. State of Formation <b>FL</b> 4. FET Number <b>Applied For</b> <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		5. Date of Last Report <b>3/1/96</b> 6. Certificate of Status Desired <input type="checkbox"/> Yes 75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>WEISS, STEPHEN M 6244 N.W. 21ST COURT BOCA RATON FL 33496</b>		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code	
9. Pursuant to the provisions of Sections 606.410 and 606.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE <i>[Signature]</i>		DATE <b>3/1/96</b>	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	WEISS, STEPHEN M	6244 N.W. 21ST COURT	BOCA RATON FL
MGRM	WEISS, MARLENE	6244 N.W. 21ST COURT	BOCA RATON FL
000001738850 -03/06/96--01041--003 ***238.75 ***238.75			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: <i>[Signature]</i>		STEPHEN M WEISS 3/1/96 407-241-9090	