

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|-------|-----------|----------|
| DATE | | | |
| TIME | | | CK No. |
| BY | NC | | |

WALK-IN Will Pick Up 2/16 12:00

RE: 12-CAN COMMUNICATIONS

95 FEB 16 AM 11:16

C.O. FEE.

DISBURSED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Capital Express™

Art. of Inc. Filing

Corp. Record Search

Ltd. Partnership Filing

Foreign Corp. Filing

() Cert. Copy(s)

Art. of Amend. Filing

Dissolution/Withdrawal

C U S-

Fictitious Name Filing

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kill

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 Filing

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Counter Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY**

OF

U-CAN COMMUNICATIONS, L.C.

FILED

96 FEB 16 AM 11:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be:

U-CAN COMMUNICATIONS, L.C.

**ARTICLE II
DURATION**

This Company shall commence on the date of the filing of these Articles of Organization pursuant to Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from this commencement date, or until dissolved by all of its members. Subject to the foregoing this company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

ARTICLE IV
PLACE OF BUSINESS

The mailing address and street address of the principal place of business of this Company shall be 916 Harbour House Drive, Indian Rocks Beach, Florida 34635, or such other place or places as may be designated by the members from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent for this Company shall be Patel, Moore & O'Connor, P.A., and the street address of the registered agent for the service of process shall be 18167 U.S. Highway 19 North, Suite 150, Clearwater, Florida 34624.

ARTICLE VI
CAPITAL CONTRIBUTIONS

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Thousand and No/100 Dollars (\$1,000.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by a unanimous vote of the members.

ARTICLE VIII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX
MANAGEMENT

The management of this Company shall be managed by a manager(s) to be elected by a majority of the members at the annual meeting. The name(s) and address(es) of such manager(s) who is/are to serve until the first annual meeting of the members or until his/their successor(s) is/are elected and qualify are:

| | <u>NAME</u> | <u>ADDRESS</u> |
|----|-----------------|--|
| 1. | Laura A. Okopny | 916 Harbour House Drive Indian Rocks Beach, Florida 34635 |
| 2. | Mark A. Okopny | 916 Harbour House Drive Indian Rocks Beach, Florida 34635 |

The manager(s) shall vote on and approve all matters relating to the limited liability Company including, but not limited to, the contracting of debt, entering into leases, contracts, mortgages, notes, deeds, conveyance agreements, trusts, security agreements, assignments, licenses, bills of sale, management agreements and such other generally recognized business arrangements.

ARTICLE X
POWERS

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI
PROPERTY

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The manager(s) is/are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by the manager. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

U-CAN COMMUNICATIONS, L.C.

By: _____
By: _____, Manager

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

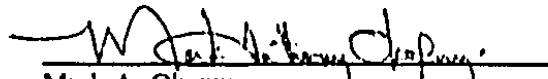
ARTICLE XII **AMENDMENTS**

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII **REGULATIONS**

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

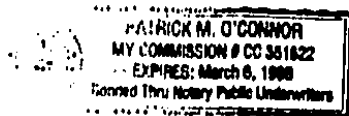
IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization
this 7th day of February, 1996.

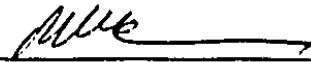

Mark A. Okopny

STATE OF FLORIDA)
COUNTY OF PINELLAS)

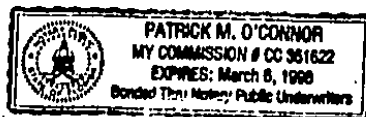
BEFORE ME, personally appeared Mark A. Okopny, to me well known and known to
me to be the person described in and who executed the foregoing, and acknowledged to and
before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 7 day of February, 1996, in the
aforesaid County and State.




NOTARY PUBLIC

My Commission Expires:



**AFFIDAVIT TO
ARTICLES OF ORGANIZATION**

OF

U-CAN COMMUNICATIONS, L.C.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned Notary Public, personally appeared Mark A. Okopny (the "Affiant"), who deposes and says:

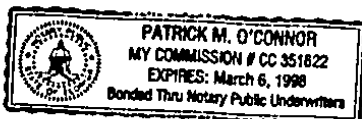
1. That Affiant has personal knowledge of the facts contained herein.
2. That U-CAN COMMUNICATIONS, L.C., has at least two members.
3. The total amount of cash contributed by the members is \$1,000.00.
4. The agreed value of the property other than cash contributed by the members is \$0.00.
5. The total amount of cash and property anticipated to be contributed by the members is \$5,000.00

Further Affiant sayeth not.


Mark A. Okopny

BEFORE ME, personally appeared, Mark A. Okopny, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 9th day of February, 1996, in the aforesaid County and State.




NOTARY PUBLIC

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE BY REGISTERED AGENT**

FILED
FEB 16 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That U-CAN 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 Redington Beach, County of Pinellas, and State of Florida, has named Patel, Moore & O'Connor, P.A., located at 18167 U.S. Highway 19 North, Suite 150, Clearwater, Florida 34624, as 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 the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.

PATEL, MOORE & O'CONNOR, P.A.

By:


Patrick M. O'Connor, Registered Agent