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BIERNACKI & BAUER, P.A.

RAYMOND A. BIERNACKI, JR.
KIRK T. BAUER
IVAN K. CLEMENTS, JR.

ATTORNEYS AT LAW
POST OFFICE BOX 906
223 SOUTH WOODLAND BOULEVARD
DELAND, FLORIDA 32721-0906

TELEPHONE (904) 734-3313
FAX (904) 738-0424

May 8, 1996

BY FEDERAL EXPRESS

Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

300001816888
-05/10/96--01065--002
***285.00 ***285.00

RE: Mobile Communications of Key West, L.C.

Dear Sirs:

Enclosed please find the following:

1. Original Articles of Organization of Mobile Communications of Key West, L.C.
2. Original Certificate of Designation of Registered Agent/Registered Office.
3. Original Affidavit of Membership and Contributions.
4. Conformed copies of each of the above documents.
5. Check in the amount of \$285.00 for the filing fee and designation of agent made payable to the State of Florida.

Please file the enclosed documents immediately and return to me a Certificate of Organization for Mobile Communications of Key West, L.C. If you need any additional information or documents, please contact me at the above number or address. Thank you for your time and attention to this matter.

Very sincerely yours,
BIERNACKI & BAUER, P.A.

Kirk T. Bauer

KTB:mh
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 10 PM 12:21

5/12/96

ARTICLES OF ORGANIZATION OF
MOBILE COMMUNICATIONS OF KEY WEST, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 10 PM 12:27

Article I

The name of the limited liability company ("Company") is MOBILE COMMUNICATIONS OF KEY WEST, L.C.

Article II

The mailing and street address of the Company's principal office is 201 Front Street, Suite 313, Key West, Florida 33040.

Article III

The period of duration for the Company is perpetual.

Article IV

The name of Company's initial registered agent in Florida is Frank Cassara. The address of Company's registered office in Florida is 3930 S. Roosevelt Boulevard, S201, Key West, Florida 33040.

Article V

The Company is to be managed by the members. The initial managing member will serve until the first annual meeting of the members. The initial managing member is identified as follows:

Frank Cassara
3930 S. Roosevelt Blvd. S201
Key West, FL 33040

Article VI

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

Article VII

The remaining members of the Company have the right to continue the business on 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 the Company as provided in the Company's Regulations.

Article VIII

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members and any such adoption, alteration, amendment or repeal must be done by unanimous written consent of the members.

IN WITNESS WHEREOF, we have executed the Articles of Organization on this 1 day of May, 1996 at Deland, FL.

Richard Gordon III

RICHARD GORDON, III, Member

Frank Cassara

FRANK CASSARA, Member

Sharon Cassara

SHARON CASSARA, Member

Bruce Ruckert

BRUCE RUCKERT, Member

Ruby A. Ruckert

RUBY RUCKERT, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED STATE
SECRETARY OF RECORDS
DIVISION OF RECORDS
06 MAY 10 PM 12:21

The undersigned members of MOBILE COMMUNICATIONS OF KEY WEST L.C. depose and say:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$33,950.00. All such cash has been contributed by member, RICHARD GORDON, III.

3. The agreed value of property, other than cash, contributed by members is \$86,550.00 and was contributed as follows:

<u>Member</u>	<u>Items Contributed</u>	<u>Value</u>
Bruce Ruckert	E. F. Johnson Repeaters	\$10,000.00
Ruby Ruckert	E. F. Johnson Repeaters	10,000.00
Richard Gordon	SMR Licenses	45,000.00
	Computer	1,550.00
	Combiner	9,577.00
	Multi Coupler	2,143.00
	Duplexer	1,654.00
	Feed Line	757.31
	2 Air Con for 2 1/4 line	4,542.00
	Equipment Racks	1,040.07
	Lightning Protection AC Line	99.50
	8 Foot Jumpers	187.12

4. The total amount of services rendered and contributed by members is \$60,000.00. Member Frank Cassara has contributed \$30,000.00 of such services and Member Sharon Cassara has contributed \$30,000.00 of such services.

5. The total amount of cash or property anticipated to be contributed by members is \$19,500.00. Member Richard Gordon, III will contribute an additional \$19,500.00 cash by July 15, 1996.

6. The total amount of cash, property, services and anticipated contributions to be contributed by members is \$200,000.00. This total includes amounts from 2, 3, 4 and 5 above.

Richard Gordon III
RICHARD GORDON, III, Member

Frank Cassara
FRANK CASSARA, Member

Sharon Cassara
SHARON CASSARA, Member

Bruce Ruckert
BRUCE RUCKERT, Member

Ruby L. Ruckert
RUBY RUCKERT, Member

STATE OF Louisiana
COUNTY OF East Baton Rouge

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RICHARD GORDON, III, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that the facts and matters therein are true and that he executed the same, that I relied upon the following form of identification of the above-named person: LA Drivers License and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of April, 1996.

Lricia Barthreault
Notary Public

Lricia Barthreault
Printed Notary Name

STATE OF FL
COUNTY OF Monroe

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared FRANK CASSARA, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that the facts and matters therein are true and that he executed the same, that I relied upon the following form of identification of the above-named person: [Signature] and that an oath was taken.

Presented New York DL as ID

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of May, 1996.

[Signature]
Notary Public

Christine Carr
Printed Notary Name



STATE OF FL
COUNTY OF Monroe

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared SHARON CASSARA, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that the facts and matters therein are true and that she executed the same, that I relied upon the following form of identification of the above-named person: [Signature] and that an oath was taken.

New York DL as ID

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of May, 1996.

[Signature]
Notary Public

Christine Carr
Printed Notary Name



STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared BRUCE RUCKERT, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that the facts and matters therein are true and that he executed the same, that I relied upon the following form of identification of the above-named person: FL. OR. LIC. and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of APRIL, 1996.

Kirk Thomas Bauer
Notary Public
KIRK THOMAS BAUER
Printed Notary Name

STATE OF FLORIDA
COUNTY OF VOLUSIA



Notary Public, State of Florida
KIRK THOMAS BAUER
My Comm. Exp. July 22, 1997
Comm. No. CC 287747

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RUBY RUCKERT, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that the facts and matters therein are true and that she executed the same, that I relied upon the following form of identification of the above-named person: FL. OR. LIC. and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of APRIL, 1996.

Kirk Thomas Bauer
Notary Public
KIRK THOMAS BAUER
Printed Notary Name



Notary Public, State of Florida
KIRK THOMAS BAUER
My Comm. Exp. July 22, 1997
Comm. No. CC 287747

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 10 PM 12:27

Pursuant to the provisions of Section 608.415 or 608.507, 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 MOBILE COMMUNICATIONS OF KEY WEST, L.C.

2. The name and address of the registered agent and office is:

Frank Cassara
3930 S. Roosevelt Blvd. S 201
Key West, FL 33040

MOBILE COMMUNICATIONS OF
KEY WEST, L.C.

By:


FRANK CASSARA as Manager

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, 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.

Dated:

5/1/96


FRANK CASSARA

This 1st Day of May 1996, Frank Cassara
appeared before me and signed
above presenting a New York Driver's License
B.D.

