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ACCOUNT NO. : 072100000032

REFERENCE : 975115 158224A

AUTHORIZATION :

COST LIMIT : \$

600001870036

-06/20/96--01084--001

*****35.00 *****35.00

ORDER DATE : June 4, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 975115

CUSTOMER NO: 158224A

CUSTOMER: Thomas P. McNamara, Esq
THOMAS P. MCNAMARA, P.A.

Suite 309
2909 Bay To Bay Boulevard
Tampa, FL 33629

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DIVISION OF CORPORATIONS
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*****250.00 *****250.00

DOMESTIC FILING

NAME: VILLAGE PAGING, L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

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ARTICLES OF ORGANIZATION

OF

VILLAGE PAGING, L.C.

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The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the limited liability company shall be:

VILLAGE PAGING , L.C.

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(a) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(b) Dissolution of the limited liability company by law or in accordance with the regulations adopted by limited liability company.

**ARTICLE III
PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV
ADDRESS AND PLACE OF BUSINESS**

The address and the place of business in Florida for the limited liability company is 1534 W. Brandon Blvd., Brandon, Florida 33511.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 2909 Bay to Bay Blvd., Suite 309, Tampa, Florida 33629, and the name of its initial registered agent is Thomas P. McNamara. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VI
INITIAL CAPITAL CONTRIBUTIONS**

The total amount of cash and the description and agreed value of property other than cash initially contributed to the limited liability company is as follows:

<u>Member</u>	<u>Cash</u>	<u>% Interest</u>
DAYPAGE of America, Inc.	\$100	50%
William A. Wares	\$10,000	50%

**ARTICLE VII
ADDITIONAL CONTRIBUTIONS**

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations.

**ARTICLE VIII
MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the managers of the limited liability company. The Board of

Managers shall consist of one (1) person elected by a majority vote in interest of the members of the limited liability company. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from its election until the election of its successor; provided, however, any manager may be removed for cause as provided in the Regulations of the limited liability company. The name and current address of the manager who is to serve as manager until the first annual meeting of members or until its successors are elected and qualify are as follows:

DAYPAGE of America, Inc. 1534 W. Brandon Blvd.
Tampa, FL 33511

ARTICLE IX OWNERSHIP

All of the ownership interests of the limited liability company shall be owned by the members of the limited liability company. The name and current address of each initial member is as follows:

DAYPAGE of America, Inc.
1534 W. Brandon Blvd.
Tampa, FL 33511

William A. Wares
4407 Carrollwood Village Drive
Tampa, Florida 33624

ARTICLE X CONTINUITY OF BUSINESS

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 the limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued in accordance with the regulations.

**ARTICLE XI
RESTRICTIONS ON MEMBERSHIP**

No new members shall be admitted to the limited liability company except in accordance with the regulations. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with regulations of the limited liability company.

**ARTICLE XII
REGULATIONS**

The manager of the limited liability company shall adopt regulations which shall also act as the operating agreement of the limited liability company pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the manager of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

**ARTICLE XIII
ACKNOWLEDGMENT**

The undersigned, being one of the members of the limited liability company, does hereby certify that the foregoing constitutes the proposed Articles of Organization of VILLAGE PAGING, L.C. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 31st day of June, 1996.

DAYPAGE of America, Inc.

By: Michael H. McCaskey
Michael H. McCaskey

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of VILLAGE PAGING, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 3 day of JUNE, 1996.


THOMAS P. MCNAMARA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AFFIDAVIT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -4 PM 2:31

State of Florida)
) ss:
County of Hillsborough)

Pursuant to Section 608.407(2), Florida Statutes, the undersigned, Michael H. McCaskey (the "Affiant"), being duly sworn deposes and says:

1. VILLAGE PAGING, L.C. has at least two members, DAYPAGE of America, Inc. and William A. Wares.

2. The actual amount of cash contributions is as follows:

DAYPAGE of America, Inc.	\$100
William A. Wares	\$10,000

3. No property other than cash has been contributed.

4. There are no other contributions to VILLAGE PAGING, L.C. that are contemplated at this time.

IN WITNESS WHEREOF, the Affiant does hereby execute this Affidavit this 3rd
day of June, 1996.


MICHAEL H. MCCASKEY

Before me, the undersigned authority, personally appeared Michael H. McCaskey, who, being duly sworn, deposes and says he is the President of Village Paging, L.C. of America, Inc. and that in that capacity, he executed the foregoing instrument. He is personally known to me.

WITNESS my hand and official seal, this 3rd day of June, 1996.


NOTARY PUBLIC

My Commission Expires:

