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TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-02/06/97--01101--001  
\*\*\*\*346.25 \*\*\*\*346.25

SUBJECT: Tel Com Plus Florida, L.L.C.  
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. Please send one check for the total amount made payable to the Florida Department of State.

FROM: Tel Com Plus, Inc., a Nevada Corporation  
Name (Printed or typed)

13902 N. Dale Mabry, Suite  
Address

Tampa, Florida 33618  
City, State & Zip

813-963-0004

Daytime Telephone number

FILED  
97 FEB -6 PM 1:14  
STATE  
TALLAHASSEE, FLORIDA

FEB 7 1 55B

TEL COM PLUS FLORIDA, L.L.C.  
13902 N. Dale Mabry  
Suite 149  
Tampa, Florida 33618

(813) 963-0004

(813) 968-6415 Fax

February 5, 1997

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Sent via Federal Express

Re: Tel Com Plus Florida, L.L.C.

Dear Sir/Madam:

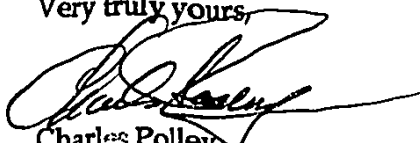
Enclosed please find an original and one (1) copy of the Transmittal Letter for Florida Limited Liability Company, Articles of Organization for Florida Limited Liability Company, Affidavit, Certificate as well as a check made payable to the Department of State in the amount of Three Hundred Forty Six and 25/100 (\$346.25) Dollars for the following:

- |    |          |   |
|----|----------|---|
| 1. | \$250.00 | Filing fee for Articles of Organization and Affidavit |
| 2. | \$ 35.00 | Designation of Registered Agent                       |
| 3. | \$ 52.50 | Certified Copy  |
| 4. | \$ 8.75  | Certificate of Status                                 |

Please return the above referenced documents in the self addressed Federal Express package.

In closing, should you have any questions and/or comments, please do not hesitate to contact me.

Very truly yours,



Charles Polley  
On behalf of Tel Com  
Plus Florida, L.L.C.

CP/kv  
Enclosures

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Tel Com Plus Florida, L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

13902 N. Dale Mabry  
Suite 149  
Tampa, Florida 33618

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

**ARTICLE IV - Management:**

(check and complete the appropriate statement)

- ☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Tel Com Plus, Inc., a Nevada Corporation  
13902 N. Dale Mabry  
Suite 149  
Tampa, Florida 33618

- ☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Tel Com Plus, Inc., a Nevada Corporation  
Attn: Charles Polley, President  
13902 N. Dale Mabry  
Suite 149  
Tampa, Florida 33618

**FILED**  
97 FEB -6 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Purchase and payment of a unit interest in the Limited Liability Company, as well as approval of seventy five (75%) percent of the existing membership.

#### **ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be:

The remaining members of the Limited Liability Company shall have the right to continue the business of the company unless seventy five (75%) percent of the existing membership vote to dissolve the Limited Liability Company.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Tel Com Plus Florida, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 12,500.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-.  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 700,000.00.
- 5) the total amounts of 2, 3 and 4 is \$ 712,500.00.



\_\_\_\_\_  
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.)

FILED

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

97 FEB -6 PM 1:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: Tel Com Plus Florida, L.L.C.

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

Charles Polley, President of Tel Com Plus, Inc., a Nevada Corporation

(NAME)

13902 N. Dale Mabry, Suite 149

(P. O. Box NOT ACCEPTABLE)

Tampa, Florida 33618

(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated 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.*

  
(SIGNATURE)

Feb 5, 1997  
(DATE)

**Filing Fee: \$ 35 for Designation of Registered Agent**