

L97000000454

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

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

600002142806--9
-04/14/97--01179--001
****346.25 ****346.25

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: Charles Polley
Name (Printed or typed)

13902 N. Dale Mabry, Suite 149
Address

Tampa, FL 33618
City, State & Zip

813-963-0004
Daytime Telephone number

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

97 APR 25 PM 12:48

FILED

W47-8815
Bm 4/16/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

CHARLES POLLEY
13902 N. DALE MABRY
SUITE 149
TAMPA, FL 33618

SUBJECT: TEL COM PLUS MIAMI, L.L.C.
Ref. Number: W9700008865

We have received your document for TEL COM PLUS MIAMI, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of organization must state the period of duration, which may be perpetual.

The Limited Liability can not serve as it's own member or managing member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight

Letter Number: 597A00019307

ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Tel Com Plus Miami, 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, FL 33618

ARTICLE III - Duration:

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

2025

ARTICLE IV - Management:
(check and complete the appropriate statement)

X 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.
13902 N. Dale Mabry
Suite 149
Tampa, FL 33618

X 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.
Attn: Charles Polley
13902 N. Dale Mabry
Suite 149
Tampa, FL 33618

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 seven 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, Inc. _____ 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 a 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).

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

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 Miami, L.L.C. _____

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

Charles Polley, President _____

(Name)

13902 N. Dale Mabry, Suite 149 _____

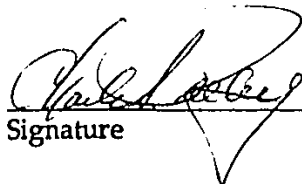
(P.O. Box Not acceptable)

Tampa, FL 33618 _____

City/State/Zip

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97 APR 25 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

April 10, 97

Date

Filing Fee: \$35.00 for Designation of Registered Agent

(mac) LLC articles