

L970000000603

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

SUBJECT: Wingate Wireless, L.C.

100002198121--1
-06/02/97--01125--001
****285.00 ****285.00

Enclosed please find 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 Acknowledgment will be issued free of charge upon filing.

FROM: Jonathan M. Rowe
4308 N.W. 2nd Street
Plantation, FL 33317
(954) 583-7191

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97 JUN -2 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

WINGATE WIRELESS, L.C.

ARTICLE II - Address:

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

4308 North West Second Street
Plantation, Florida 33317

ARTICLE III - Duration:

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

Perpetual

ARTICLE IV - Management:

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:

Clifford Stewart
Managing Director
521 Observatory Drive
Colorado Springs, CO 80904

Jonathan M. Rowe
Manager
4308 N.W. 2nd Street
Plantation, FL 33317

James M. Rowe
Financial Manager
4308 N.W. 2nd Street
Plantation, FL 33317

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ARTICLE V - Admission of Additional Members:

The members reserve the right to admit additional members and the terms and conditions of the admissions shall be: That all members agree upon the admission of an additional member and said member must bring value in proportion to the share of the limited liability company that said member shall receive of the company.

ARTICLE VI - Members Rights to Continue Business:

The remaining members of the limited liability company reserve 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 limited liability company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WINGATE WIRELESS, L.C. deposes and says:

- 1) the above named limited liability company has at least two members as stated above
- 2) the total amount of cash contributed by the member(s) is \$10,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$20,000.00
Which consists of business goodwill, distributor accounts, business contacts, desks,
and two computers.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$15,000.00
- 5) the total amounts off 2, 3 and 4 is \$45,000.00

 Jonathan Rowe

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 OFF 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 OFF FLORIDA.

1. The name of the limited liability company is: Wingate Wireless, L.C
2. The name and address of the registered agent and office is:

Jonathan M. Rowe
4308 North West Second Street
Plantation, Florida 33317

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


Jonathan M. Rowe

5/29/97
Date

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