

L97000000662

Nilesh I. Bhavsar
1721 N. Mills Avenue
Orlando, FL 32803

June 12, 1997

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

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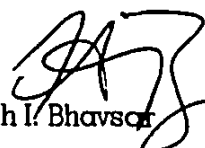
Subject: Phoenix Direct Communications, L.C.

To whom it may concern:

Enclosed is an original and one copy of the Articles of Organization for a proposed Florida Limited Liability Company named Phoenix Direct Communications, L.C. I have included a check in the amount of \$293.75 which shall include the \$250.00 filing fee for the Articles of Organization and Affidavit, \$35.00 for designating a Registered Agent and \$8.75 in order to receive a Certificate of Status.

I would appreciate a letter of acknowledgment upon filing. If there are any questions please call me, Jon D. Pleveich, or Gregory A. Parker at (407) 894-0951. Thank you, in advance, for your assistance.

Sincerely,


Nilesh I. Bhavsar

6/3/97 CK#1082

97 JUN 16 AM 8:11
DIVISION OF CORPORATIONS
STATE OF FLORIDA

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STATE OF FLORIDA

**ARTICLES OF ORGANIZATION
OF
PHOENIX DIRECT COMMUNICATIONS, L.C.**

The undersigned Organizers/Organizing Members to these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida and Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company shall be PHOENIX DIRECT COMMUNICATIONS, L.C., a Florida limited liability company.

ARTICLE II - DURATION

The period of the limited liability company's existence shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The mailing address and the street address of the principal office of the limited liability company shall be:

Phoenix Direct Communications, L.C.
1721 N. Mills Avenue
Orlando, FL 32803

ARTICLE IV - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and street address of the initial registered agent in the state of Florida for the limited liability company shall be:

Cindy B. Parker
602 Courizani Street, Suite 200
Orlando, FL 32804

ARTICLE V - NATURE OF BUSINESS

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE VI - RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

The Organizing Members of this limited liability company, whom are signatories to these Articles of Organization, have the right to admit additional members to the limited liability company

in their sole discretion, upon the unanimous consent of the Organizing Members of this limited liability company.

ARTICLE VII
RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY COMPANY UPON THE DEATH, RETIREMENT, RESIGNATION, EXPULSION, BANKRUPTCY OR DISSOLUTION OF A MEMBER OR THE OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATED THE CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED LIABILITY COMPANY

- a. **Right of Substitution.** The right of an Organizing Member to substitute his interest to an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:
 - i. A fully executed and acknowledged written instrument of assignment must be filed with the Organizing Members setting forth the intention of the assignor that the assignee become a Member in his or her place;
 - ii. The assignor and the assignee must execute and acknowledge such other instruments as the Organizing Members may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization, Membership Agreement and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any provision of the Articles of Organization;
 - iii. A reasonable transfer fee shall have been paid to the limited liability company; and
 - iv. The written consent of all the Organizing Members to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the Organizing Members.
- b. **Admission of Additional Members.** The Organizing Members of this limited liability company have the right to admit additional Members in their sole discretion, upon the unanimous consent of the Organizing Members.
- c. **Termination of Membership of a Member.** The membership of an Organizing Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, expulsion by unanimous consent of the remaining Organizing Members of the limited liability company, bankruptcy or dissolution of an Organizing Member or the occurrence of any other event which terminates the continued membership of an Organizing Member of this

limited liability company. Upon the termination of an Organizing Member's membership in this limited liability company, the Organization shall, within 365 days following such termination pay the value of the terminated Member's interest in the limited liability company as per the Membership Agreement, to the Organizing Member, the Organizing Member's successors, heirs and/or assigns, as the case may be.

- d. **Right to Continue Business.** All of the remaining Organizing Members of this limited liability company may elect to continue the business of this limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of an Organizing Member or the occurrence of any other event which terminates the continued membership of an Organizing Member of this limited liability company, upon the unanimous vote of the remaining Organizing Members of this limited liability company.

COUNT VIII - MANAGEMENT OF THE ORGANIZATION

The management of this limited liability company is reserved to all Organizing Members in proportion to their capital contributions. The names and addresses of the Organizing Members are:

Nilesh I. Bhavsar
718 Clayton Street
Orlando, FL 32804

Gregory A. Parker
101 Spring Valley Loop
Altamonte Springs, FL 32714

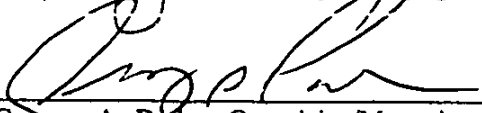
Jon D. Pleveich
604 Sheridan Boulevard
Orlando, FL 32804

IN WITNESS WHEREOF, the undersigned Organizers of this Limited Liability Company have signed these Articles of Organization on this 3 day of June, 1997.



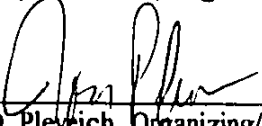
Nilesh I. Bhavsar, Organizing/Managing Member

Date: 6/3/97



Gregory A. Parker, Organizing/Managing Member

Date: 6/3/97




Jon D. Pleveich, Organizing/Managing Member

Date: 6/3/97

STATE OF FLORIDA
COUNTY OF ORANGE

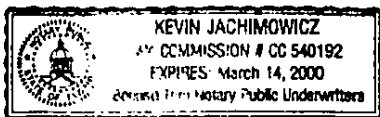
Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 3 day of June, 1997, by Nilesch I. Bhavsar, who did take an oath. He is personally known to me or has produced FL. Dr. Lic. as identification.

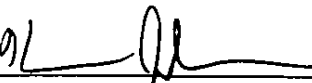




NOTARY PUBLIC
Kevin Jachimowicz
(typed-printed or stamped name of Notary)
My Commission Expires:

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 3 day of June, 1997, by Gregory A. Parker, who did take an oath. He is personally known to me or has produced FL. Dr. Lic. as identification.






NOTARY PUBLIC
Kevin Jachimowicz
(typed-printed or stamped name of Notary)
My Commission Expires:

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 3 day of June, 1997, by Jon D. Pleveich, who did take an oath. He is personally known to me or has produced FL. Dr. Lic. as identification.





NOTARY PUBLIC
Kevin Jachimowicz
(typed-printed or stamped name of Notary)
My Commission Expires:

**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT
FOR
PHOENIX DIRECT COMMUNICATIONS, L.C.**

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. Phoenix Direct Communications, L.C., a Florida limited liability company, organizing under the laws of the State of Florida with its principal office located at 1721 North Mills Avenue, Orlando, FL 32803, has named **CINDY B. PARKER**, whose address is 602 Courtland Street, Suite 200, Orlando, Florida 32804, as its Agent to accept service of process within this State.

ACCEPTANCE:

I, **Cindy B. Parker**, agree to act as the **Registered Agent** of Phoenix Direct Communications, L.C., a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of Phoenix Direct Communications, L.C., a Florida limited liability company.

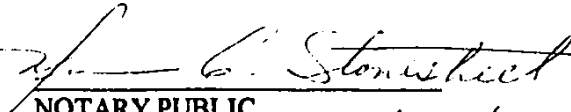


Cindy B. Parker
602 Courtland Street, Suite 200
Orlando, FL 32804

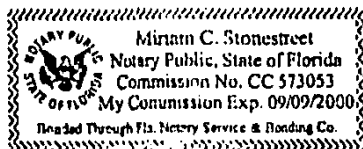
FILED
JUN 19 11 18 AM '97
ORANGE COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 12 day of June, 1997, by Cindy B. Parker, who did take an oath. He/she is personally known to me or has produced _____ as identification.



NOTARY PUBLIC
Miriam C. Stonestreet
(typed-printed or stamped name of Notary)
My Commission Expires: 9/9/2000



FILED

Articles of Organization Page 6

97 JUN 16 AM 8:11

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR
PHOENIX DIRECT COMMUNICATIONS, L.C.

TALLAHASSEE, FLORIDA

Before me, the undersigned authorities, personally appeared, Nilesch I. Bhavsar, Gregory A. Parker, and Jon D. Pleveich, all Organizing Members of Phoenix Direct Communications, L.C., a Florida limited liability company, who, upon first being duly sworn according law, deposes and say:

1) We are all Organizing Members of Phoenix Direct Communications, L.C., a Florida limited liability company.

2) There are three Organizing Members of Phoenix Direct Communications, L.C., a Florida limited liability company whose names and mailing addresses are as follows:

Nilesch I. Bhavsar
718 Clayton Street
Orlando, FL 32804

Gregory A. Parker
101 Spring Valley Loop
Altamonte Springs, FL 32714

Jon D. Pleveich
604 Sheridan Boulevard
Orlando, FL 32804

3) As of the date of the filing of this Affidavit, Nilesch I. Bhavsar, has contributed the sum of Five-hundred Dollars (\$500.00) to Phoenix Direct Communications, L.C., a Florida limited liability company. It is anticipated that this Organizing Member shall also contribute an additional sum of Two-Hundred Fifty Thousand Dollars (\$250,000.00) to Phoenix Direct Communications, L.C., a Florida limited liability company.

4) As of the date of the filing of this Affidavit, Gregory A. Parker, has contributed the sum of Five-hundred Dollars (\$500.00) to Phoenix Direct Communications, L.C., a Florida limited liability company. It is anticipated that this Organizing Member shall also contribute an additional sum of Two-Hundred Fifty Thousand Dollars (\$250,000.00) to Phoenix Direct Communications, L.C., a Florida limited liability company.

5) As of the date of the filing of this Affidavit, Jon D. Pleveich, has contributed the sum of Five-hundred Dollars (\$500.00) to Phoenix Direct Communications, L.C., a Florida limited liability company. It is anticipated that this Organizing Member shall also contribute an additional sum of Two-Hundred Fifty Thousand Dollars (\$250,000.00) to Phoenix Direct Communications, L.C., a Florida limited liability company.

6) This Affidavit is made for the purpose of complying with Chapter 608 of the Florida Statutes regarding formation of a limited liability company.

Articles of Organization Page 7

[Signature]
Nilesh I. Bhavsar, Organizing/Managing Member

Date: 6/3/97

[Signature]
Gregory A. Parker, Organizing/Managing Member

Date: 6/3/97

[Signature]
Jon D. Pleveich, Organizing/Managing Member

Date: 6/3/97

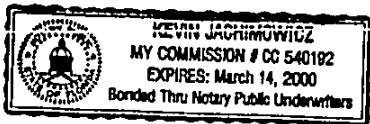
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 3 day of June, 1997, by Nilesh I. Bhavsar, who did take an oath. He is personally known to me or has produced FL Dr Lic. as identification.



[Signature]
NOTARY PUBLIC
Kevin Jachimowicz
(typed-printed or stamped name of Notary)
My Commission Expires:

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 3 day of June, 1997, by Gregory A. Parker, who did take an oath. He is personally known to me or has produced FL Dr Lic. as identification.



[Signature]
NOTARY PUBLIC
Kevin Jachimowicz
(typed-printed or stamped name of Notary)
My Commission Expires:

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 3 day of June, 1997, by Jon D. Pleveich, who did take an oath. He is personally known to me or has produced FL Dr Lic. as identification.



[Signature]
NOTARY PUBLIC
Kevin Jachimowicz
(typed-printed or stamped name of Notary)
My Commission Expires: