

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L9700000 0 1186

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97 OCT 27 AM 11:59

700002329967--3
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*****285.00 *****285.00

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*****61.25 *****61.25

Prepaid Cellular Services
L.C.

C. T. X. _____
Filing _____
R. AGENT FEE 35.00
C. COPY 61.25
T. AL 346.25
N. BANK _____
E. LANCE DUE _____
REFUND _____

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Name Availability	KWM
Document Examiner	KWM
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Updater Verifier	KWM
Photo Lodgement	KWM
W.P. Verifier	KWM

Signature _____

Requested by: Jon

Name _____

Date 10/23/97

Time 9:31

Walk-In _____

Will Pick Up _____

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ☒ L.C. File Organization
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ☒ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

PRE-PAID CELLULAR SERVICES, L.C.

ARTICLE II - Address:

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

4710 Eisenhower Blvd. Suite E-8

Tampa, Florida 33634

ARTICLE III - Duration:

PERPETUAL

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Cellular Enterprises, Inc.
4710 Eisenhower Blvd E-8
Tampa, Florida 33634

Larry Finkle
4710 Eisenhower Blvd E-8
Tampa, Florida 33634

Richard Sirkin Enterprises, Inc.
4691 N. University Dr. Suite 321
Coral Springs, Florida 33067

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ARTICLE V - Admission of Additional Members:

The right is hereby given of the members to admit additional members. All the members must agree to the admission of an additional member.

ARTICLE VI - *Members Rights to Continue Business:*

The right is hereby 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.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member Larry Finkle deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the members is

\$ 1,576.50

3) N/A

4) The amount of cash or property anticipated to be contributed by the members is

\$ 250,000.00

5) the total amounts of 2 and 4 is

\$ 251,576.50


Signature of 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.)

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**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
DSIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

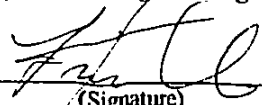
1. The name of the limited liability company is: PRE-PAID CELLULAR SERVICES, L.C.
2. The name and address of the registered agent and office is:

LARRY FINKLE

4710 Eisenhower Blvd. Suite E-8

Tampa, Florida 33634

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)

10/22/97
(Date)

Filing fee: \$35 for Designation of Registered Agent