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Brook E. Fisher, Esq.  
Attorney at Law

618 U.S. Highway One, Ste., 407  
North Palm Beach, FL 33408  
Tel.: (561) 840-9004  
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E-Mail: bfisher@bellsouth.net

August 10, 1998

Department of State,  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation and Certificate of Registered Agent for  
**COMMUSA, INC.**

Dear Ladies and Gentlemen:

Enclosed herewith for filing are the executed and completed Article of Incorporation for  
**COMMUSA, INC.**, together with the Certificate Designation of Registered  
Agent/Registered Office and a copy of the Articles to be certified and returned to this  
office at the above stated address.

Also enclosed is my trust account check in the amount of \$122.50 to cover the costs of  
the filing and certification fees for this corporation.

Thank you in advance for your assistance and cooperation in this matter.

Sincerely,

Brook E. Fisher, Esq.

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www.COMMUSA, INCIL1

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**Brook E. Fisher, Esq.**  
Attorney at Law

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September 9, 1998

Department of State,  
Division of Corporations  
New Filing Section  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Filing of Articles of Organization, Certificate of Registered Agent and  
Affidavit of Membership Contributions for **USCOMM, L.L.C.**

Dear Ladies and Gentlemen:

Enclosed herewith for filing are the executed and completed Article of Organization, Certificate of Registered Agent and Affidavit of Membership Contributions for **USCOMM, L.L.C.** and a copy of each to be certified and returned to this office at the above stated address.

Also enclosed is my trust account check in the amount of \$223.75 to cover the costs of the filing and certification fees for this limited liability company. Enclosed with this letter is a copy of a rejection letter received from the Department indicating the sum of \$122.50 on file with the Secretary of State. Please apply the sum of \$122.50 to the enclosed 223.75 for a total of \$346.25 as the filing fees, including certificates and certifications for **USCOMM, L.L.C.**

Thank you in advance for your assistance and cooperation in this matter.

Sincerely,



Brook E. Fisher, Esq.

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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

August 24, 1998

**BROOK E. FISHER, ESQ.**  
618 US HWY. ONE, SUITE 407  
N. PALM BCH, FL 33408

**SUBJECT: COMMUSA, INC.**  
Ref. Number: W98000019249

We have received your document for COMMUSA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 198A00043675

ARTICLES OF  
ORGANIZATION OF USCOMM, L.L.C.

The undersigned certify that I/we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I/We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **USCOMM, L.L.C.**, and its principal office shall be located at 1515 S. Flagler Drive, #2802, in the City of West Palm Beach, County of Palm Beach, State of Florida, 33401, which address is also its mailing address but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

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government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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TALLAHASSEE, FLORIDA

## ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

GLORIA S. McCALL KANAHELE  
1515 S. FLAGLER DRIVE, #2802  
WEST PALM BEACH, FL 33401

MITCHELL WELIN  
6484 NORTHWEST 43 COURT  
CORAL SPRINGS, FLORIDA 33067

LINDA M. CUNDY  
5144 S. HUDSON PLACE  
TULSA, OKLAHOMA 74135

BROOK E. FISHER  
618 U.S. HIGHWAY ONE, STE. 407  
NORTH PALM BEACH, FL 33408

## ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. Members GLORIA S. McCALL KANAHELE, MITCHELL WELIN and LINDA M. CUNDY shall at all time maintain the same equal percentage distributive share ownership interest, unless otherwise consented to by vote of all the members, and member BROOK E. FISHER shall maintain a five (5%) percent distributive share ownership interest in the company at all times.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by GLORIA S. McCALL KANAHELE, MITCHELL WELIN and LINDA M. CUNDY members in equal shares. BROOK E. FISHER shall contribute legal services to the company as his contribution, which is in equal shares to the cash contributed by all other members. Additional cash contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members, with the exception of BROOK E. FISHER will make all additional cash contributions in equal shares.

## ARTICLE VII

### DURATION

This limited liability company shall have a perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE VIII

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1515 S. FLAGLER DRIVE, #2802, City of WEST PALM BEACH, County of PALM BEACH, State of Florida, 33401 and the name of the company's initial registered agent at that address is GLORIA S. McCALL KANAHELE.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **USCOMM, L.L.C.**

Executed by the undersigned member at the Law Office of Brook E. Fisher, Esq., 618 U.S. Highway One, Ste. 407, North Palm Beach Florida, 33408 on the 27<sup>th</sup> day of August, 1998.



**BROOK E. FISHER**  
**MEMBER**

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE FOR  
USCOMM, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The Name of the Limited Liability Company is: **USCOMM, L.L.C.**
2. The Name and the Florida street address of the Registered Agent are:

**GLORIA S. McCALL KANAHELE  
1515 S. FLAGLER DRIVE, #2802  
WEST PALM BEACH, FL 33401**

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.

Date: Aug 27, 1998

  
**GLORIA S. McCALL KANAHELE  
REGISTERED AGENT**

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SECRETARY OF STATE



**AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS  
OF USCOMM, L.L.C.**

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**NOTARY PUBLIC, FLORIDA**

**STATE OF FLORIDA**

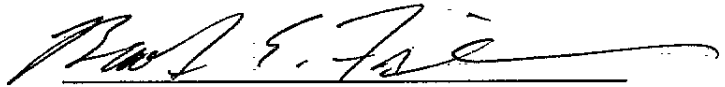
**COUNTY OF PALM BEACH**

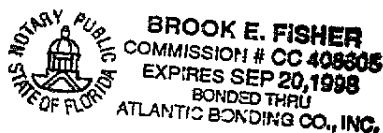
In compliance with F.S. §608.407(2), the undersigned member or authorized representative of a member of **USCOMM, L.L.C.** deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is \$3,000.00.
3. The cash equivalent of services contributed by the members is \$1,000.00.
4. No property, other than cash or services was contributed by the members.
5. The total amount of cash and services anticipated to be contributed by the members is \$3,000.00 in cash and the cash equivalent of services of \$1,000.00, which includes the amounts from 2 and 3 above.

  
**GLORIA S. McCALL KANAHELE**  
**MEMBER**

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 1998, by GLORIA S. McCALL KANAHELE, member, on behalf of USCOMM, L.L.C., a limited liability company.

  
**Signature of Notary Public**  
**State of Florida at Large**



\_\_\_\_\_  
**Print, type, or stamp commission name of  
Notary Public**

X **Personally Known**

\_\_\_\_\_  
**Produced Identification**  
**Type of Identification Produced** \_\_\_\_\_