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ACCOUNT NO. : 072100000032

REFERENCE : 024013 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 6, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 024013-005

CUSTOMER NO: 1299A

CUSTOMER: Mr. Scott Lowrey
CLARK PARTINGTON HART LARRY
CLARK PARTINGTON HART LARRY
Suite 800
125 West Romana Street
Pensacola, FL 32501

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DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: MAXCOM INTERNATIONAL, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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***337.50 ***337.50

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

| | |
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| Name | |
| Availability | <i>[Signature]</i> |
| Document | |
| Examiner | <i>[Signature]</i> |
| Updater | <i>[Signature]</i> |
| Checker | |
| Verifier | <i>[Signature]</i> |
| Acknowledgement | <i>[Signature]</i> |
| P. Verifier | <i>[Signature]</i> |

**ARTICLES OF ORGANIZATION OF
MAXCOM INTERNATIONAL, L.L.C.**

J. Scott Lowery, a natural person competent to contract, presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company is:

MAXCOM INTERNATIONAL, L.L.C.

This limited liability company is referred to in these articles as "the Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 866 Santa Rosa Boulevard, Fort Walton Beach, Florida 32548.

ARTICLE III - PURPOSES AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The Company shall have a perpetual existence unless the Company is terminated as provided in its regulations. Provided, however, the remaining members may continue the existence of the Company as provided in Article VIII below and as further provided in the regulations of the Company.

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company shall be 125 West Romana Street, Suite 800, Pensacola, Florida 32501, and the name of the initial registered agent of the Company at that address is J. Scott Lowery.

ARTICLE VI - MANAGEMENT

The Company will be managed by its managers selected in accordance with the regulations of this limited liability company. Provided, however, such regulations require that the members of this limited liability company approve certain actions. The name and address of the individual who shall serve as the initial manager until his successor(s) is elected and qualifies in accordance with the regulations of this limited liability company is as follows:

W. Todd Schweizer
866 Santa Rosa Boulevard
Fort Walton Beach, Florida 32548

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The member of the Company is W. Todd Schweizer. New members shall be admitted to the Company only upon the agreement of all of the members or as otherwise provided in the Regulations of the Company.

ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the bankruptcy, dissolution, death or withdrawal from the Company of a member, the remaining member or members of the liability company shall have the right to continue the business of

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this limited liability company.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

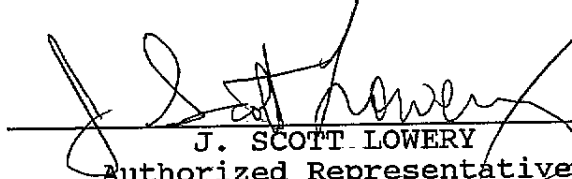
The date for commencement of the Company's existence shall be November 4, 1998, or the date these Articles of Organization are filed with the offices of the Secretary of State of Florida if these Articles are not filed with the Secretary of State within five business days of November 4, 1998.

ARTICLE X - AMENDMENT

The Company reserves the right to amend these Articles of Organization or any amendment thereto from time to time in accordance with the Florida Limited Liability Company Act but only if the members of the Company unanimously agree to such amendment.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

MAXCOM INTERNATIONAL, L.L.C.:


J. SCOTT LOWERY
Authorized Representative
of the Member

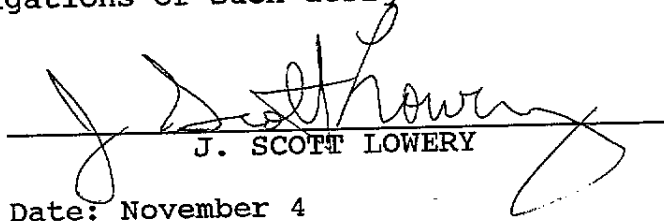
Date: November 4, 1998

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of MAXCOM INTERNATIONAL, L.L.C. Further, I am familiar with and accept the duties and obligations of such designation.


J. SCOTT LOWERY

Date: November 4

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STATE OF FLORIDA)
 :
COUNTY OF ESCAMBIA)

AFFIDAVIT

BEFORE ME, the undersigned, personally appeared J. Scott Lowery, an authorized representative of the member of MAXCOM INTERNATIONAL, L.L.C., a Florida limited liability company, hereinafter "Company", who upon being duly sworn, certified as follows:

1. The Company has at least one member.
2. The total amount of cash contributed to the Company as of its formation is ONE HUNDRED AND NO/100 (\$100.00) DOLLARS, with ONE HUNDRED AND NO/100 (\$100.00) DOLLARS being contributed by W. Todd Schweizer.
3. No property other than cash has been contributed by the member as of formation.
4. The total amount of cash and property anticipated to be contributed to the Company by its member(s) is ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS cash which includes the amount specified in paragraph 2 of this affidavit.

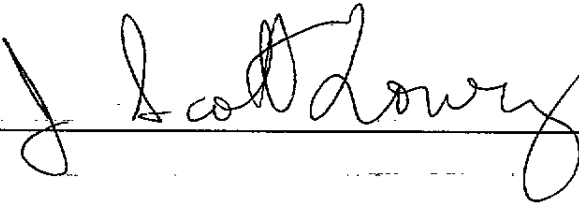
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

**AFFIANT:
REPRESENTATIVE OF MEMBER:**

J. SCOTT LOWERY

Date: November 4, 1998



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SWORN TO AND SUBSCRIBED before me this 5th day of November 1998, by J. Scott Lowery, who X is personally known to me, or () has produced _____ as identification, bearing identification number _____.

Jo Ann B. Adams
[Signature of Notary Public]
Jo Ann B. Adams
[Print, Type, or Stamp Name of Notary Public]

[NOTARIAL SEAL]

Commission Number: _____
My Commission Expires: _____



JO ANN B. ADAMS
"Notary Public - State of FL"
My Commission Expires Nov. 25, 2001
CC874524

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