

L98000002602

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY
INTELLIFONE GROUP, L.C.

October 9, 1998

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

SUBJECT: Registration of IntelliFone Group, L.C.

Please find enclosed:

- an Original and one (1) Copy of the Articles of Organization for Florida Liability Company IntelliFone Group, L.C.;
- the Affidavit of Membership and Contributions;
- the Certificate of Designation of Registered Agent/Registered Office;
- Check for the amount of \$285.00 (including filing fee for Articles of Organization and Designation of Registered Agent).

FROM: Alex Danilov
405 Central Avenue, Suite # 204
St. Petersburg, Florida 33701, USA
Daytime telephone # (727) 894-2498

98 NOV - 2 PM 2:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Availability	dec
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Examiner	DCC
Updater	DCC
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Verifier	DCC
no judgement	DCC
W. P. Verifier	DCC

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1998

ALEX DANILOV
405 CENTRAL AVENUE, SUITE #204
ST PETERSBURG, FL 33701

SUBJECT: INTELLIFONE GROUP, L.C.
Ref. Number: W98000023464

We have received your document for INTELLIFONE GROUP, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 298A00051133



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1998

ALEX DANILOV
405 CENTRAL AVENUE, SUITE #204
ST PETERSBURG, FL 33701

SUBJECT: INTELLIFONE GROUP, L.C.
Ref. Number: W98000023464

We have received your document for INTELLIFONE GROUP, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

I'm sorry but I failed to notice that this information was not included in your document in my previous correspondence.

Please return 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 798A00052845

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
INTELLIFONE GROUP, L.C.**

ARTICLE I - Name:

The legal name of the Limited Liability Company is: **INTELLIFONE GROUP, L.C.**

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 405 Central Avenue, Suite # 204, St. Petersburg, Florida 33701, USA.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be 30 years from the date of the filing these Articles of organization with the Secretary of State.

ARTICLE IV - Purposes:

The purposes for which this Limited Liability Company is formed are to engage in any or all lawful acts or activities for which Limited Liability Company may be organized under Florida law.

ARTICLE V - Registered Office and Agent:

The registered agent of this Limited Liability Company in this state is Alex Danilov, and the business address of the registered agent is 405 Central Avenue, Suite # 204, St. Petersburg, Florida 33701, USA.

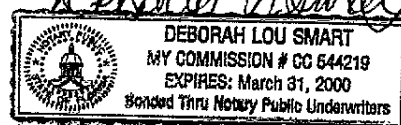
**ARTICLE VI - The power to adopt, alter, amend, and repeal
the Limited Liability Company's Regulations:**

The power to adopt, alter, amend, and repeal the Limited Liability Company's Regulations is vested in the manager.

ARTICLE VII - Stocks

Number of shares that this Limited Liability Company authorized to have is 100,000.00 shares of common stock having \$0.01 per share.

[Handwritten signatures]
FILE 2541-000-74-404-0



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The legal name of the Limited Liability Company is INTELLIFONE GROUP, L.C.
2. The registered agent of this Limited Liability Company in this state is Alex Danilov, and the business address of the registered agent is 405 Central Avenue, Suite # 204, St. Petersburg, Florida 33701, USA.

Having been named as a 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 positions as registered agent.

 Alex Danilov


October 9, 1998

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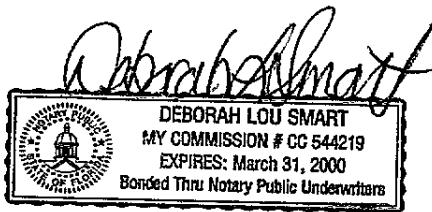
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of IntelliFone Group, L.C. 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: \$ 32,000.00
- 3) the amount of cash or property anticipated to be contributed by members is \$ 22,000.00


Alex Danilov
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October 9, 1998



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Amendum (Membership Contributions)

Computers:

NEC, 1998	\$2,200.00
Sony 98	\$1,870.00
Acer 97	\$1,200.00
Toshiba 97	\$1,150.00
Packard Bell 96	\$ 930.00

Printers:

Cannon	\$380.00
Hewlett Packard	\$450.00
Cannon	\$180.00

Equipment & Furniture: \$4,000.00

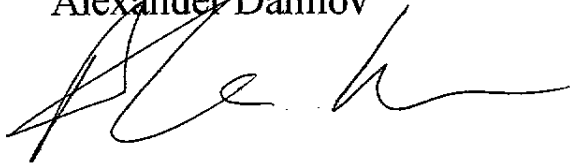
IP Telephony Hardware \$11,740.00

Cash:

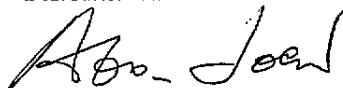
Alexander Danilov:	\$00.00
Alexander Lochow:	\$7,900

Total: \$32,00.00

Alexander Danilov



Alexander Lochow



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Statement of Management

11/02/98

The IntelliFone Group, L.C. shall be managed by two managers, Alexander Danilov and Alexander Lochow.

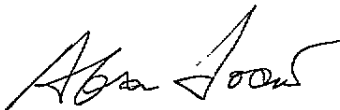
Home address:

Alexander Danilov:
12465 2nd Street East B-105
Treasure Island, FL 33706

Alexander Lochow:
6242 6th Avenue South
St. Petersburg, FL 33707



Alexander Danilov, Manager



Alexander Lochow, Manager



Witness : Alexander Goncharov

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