

L980000002672



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, FL 32301  
(850) 681-6528

**HOLD**  
**FOR PICKUP BY**  
**UCC SERVICES**

OFFICE USE ONLY (Document #)

703374

500002685885-7  
-11/12/98-01071-018  
\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

CEA Tower Investors LLC

- ☐ Walk In  
☐ Mail Out  
☐ Will Wait  
☐ Photocopy

☐ Pick Up Time

**RUSH**

- ☐ Certified Copy  
☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ ARTICLES ONLY  
☐ ALL CHARTER DOCS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 1:55

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other LLC

- ☐ Certificate of FICTITIOUS NAME  
☐ FICTITIOUS NAME SEARCH  
☐ CORP SEARCH

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verityer	MAH

RECEIVED  
98 NOV 12 AM 11:53  
DIVISION OF CORPORATIONS

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
CEA TOWER INVESTORS, L.L.C.**

The undersigned hereby certifies that the Members named herein have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

**ARTICLE I.  
NAME**

The name of the Limited Liability Company shall be CEA TOWER INVESTORS, L.L.C.

**ARTICLE II.  
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist for a term of ten (10) years, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.  
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability Company is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

**ARTICLE IV.  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602, and the name of its initial registered agent at such address is MING G. JUNG.

**ARTICLE V.  
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 NOV 12 PM 1:55

**ARTICLE VI.  
RESTRICTIONS ON TRANSFER OF MEMBERSHIP;  
RIGHT TO ADMIT ADDITIONAL MEMBERS**

A Member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of all of the Members of the Limited Liability Company and must be otherwise in accordance with the Regulations of this Limited Liability Company.

Admission of new Members requires the unanimous vote of all of the Members of the Limited Liability Company. Contributions required of new Members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Regulations.

The ownership interests and voting interests of the Members shall be determined in accordance with the Regulations.

**ARTICLE VII.  
CONTINUATION**

The Limited Liability Company shall not be dissolved upon 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.

**ARTICLE VIII.  
MANAGEMENT**

Management of the Limited Liability Company is reserved to its Members in accordance with the Regulations of the Limited Liability Company. The names and addresses of the Members are as set forth on the attached Exhibit "A" which is incorporated herein by this reference.

**ARTICLE IX.  
REGULATIONS**

The Members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal initial Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable laws or these Articles of Organization.

**ARTICLE X.  
AMENDMENT**

These Articles of Organization may be amended by a unanimous vote of all of the Members.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 1:55

The undersigned, being one of the Members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of CEA TOWER INVESTORS, L.L.C.

Executed by the undersigned on October 30, 1998.

CEA INVESTORS, INC., a Florida corporation

By: 

J. Patrick Michaels, Jr.,  
President

Member

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**  
**ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for CEA TOWER INVESTORS, L.L.C. and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 30th day of October, 1998.

  
MING G. JUNG

130969v2

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 1:55

CEA TOWER INVESTORS, L.L.C.

EXHIBIT "A" TO  
ARTICLES OF ORGANIZATION

Members

Mediatel Investments, Inc.  
29 Commonwealth Avenue  
Boston, MA 02116

Robert W. Johnson, IV  
630 Fifth Avenue  
Suite 1510  
New York, NY 10111

CEA Investors, Inc.  
101 E. Kennedy Blvd.  
Suite 3300  
Tampa, FL 33602

Rockworker, Inc.  
2900 West Park Row  
Suite D  
Arlington, TX 76013

Tom MacCrory  
1380 Eaves Spring Road  
Malvern, PA 19355

Steve Bitner  
824 Topaz Drive  
West Chester, PA 19380

Brian Sweeney  
1304 North Tulip Drive  
West Chester, PA 19380

CEA Merchant Banking Investors, Ltd.  
101 E. Kennedy Blvd.  
Suite 3300  
Tampa, FL 33602

131939

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 1:55

**AFFIDAVIT OF  
LIMITED LIABILITY COMPANY  
MEMBER CONTRIBUTIONS**

The undersigned, constituting a Member of CEA TOWER INVESTORS, L.L.C., a Florida Limited Liability Company (the "Limited Liability Company"), states and certifies as follows:

1. The Limited Liability Company has at least two (2) Members, as identified in Article VIII of the Articles of Organization of even date herewith.
2. The amount of cash capital contributions to the Limited Liability Company made by the Members, in the aggregate, is Six Hundred Seventy Three Thousand Two Hundred Dollars (\$673,200.00).
3. No property other than cash has been contributed by the Members.
4. It is not anticipated that any additional property other than cash shall be contributed by the Members.
5. The maximum amount of additional capital contributions anticipated to be contributed by the Members is ZERO Dollars (\$0,000.00) and therefore the total aggregate capital contributions will be Six Hundred Seventy Three Thousand Two Hundred Dollars (\$673,200.00).

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.

DATED this 30th day of October, 1998.

CEA INVESTORS, INC.

By: \_\_\_\_\_

J. Patrick Michaels, Jr.,  
President

Member

130968v2

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 1:55