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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

SUBJECT: COMMUNICATION EQUIPMENT AND SERVICES,
(Proposed limited liability company name - must include suffix) LLC

500002589605--6
-07/15/98--01052--004
****285.00 ****285.00

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.
Please send one check for the total amount made payable to the Florida Department of State.

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DIVISION OF CORPORATIONS
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FROM: Scott A. Sewall
Name (Printed or typed)

390 Wainai Dr.
Address

Merritt Isl FL 32953
City, State & Zip

407-454-3144
Daytime Telephone number

Name	<u>MAS</u>
Availability	<u>MAS</u>
Document Examiner	<u>MAS</u>
Updater	<u>MAS</u>
Updater Verifier	<u>MAS</u>
Acknowledgement	<u>MAS</u>
W. P. Verifier	<u>MAS</u>

98-10134



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1998

SCOTT A. SEWALL
390 WAINAI DR.
MERRITT ISLAND, FL 32953

SUBJECT: COMMUNICATION EQUIPMENT AND SERVICES, LLC
Ref. Number: W98000016134

We have received your document for COMMUNICATION EQUIPMENT AND SERVICES, LLC 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 failed to make the correction(s) requested in our previous letter.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please incorporate all corrected information into your articles of organization. If property has been contributed, a description of such property must be provided.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 898A00037787

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ARTICLES OF ORGANIZATION
OF
COMMUNICATION EQUIPMENT AND SERVICES, LLC

The undersigned two or more persons hereby form a limited liability company (LLC), under the Florida Limited Liability Company Act and adopt the following as the Articles of Organization of the LLC:

I. The name of the LLC is: COMMUNICATION EQUIPMENT AND SERVICES LIMITED LIABILITY COMPANY

II. The duration of the Company will be 30 years from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

III. The purpose for which the limited liability company is organized:
The Company shall engage in the business of servicing payphones, administrative and general business arena.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a LLC.

IV. ^{mailing} The address + the principal office in Florida is: 390 Wainai Drive, Merritt Island, Florida 32953.

V. The name and address of the registered agent and office in Florida is: Scott Sewall, 390 Wainai Drive, Merritt Island, Florida, 77059.

VI. The company has at least one member. The total amount by each members(2) of cash and a description and agreed value of property other than cash contributed is: \$100,000 in total.

Member Name	Address	Contribution
Louis M. Lazorwitz	16422 Clearcrest Dr., Houston, TX 77059	\$50,000.00 – Cash
Scott Sewall	390 Wainai Dr., Merritt Island, FL 32953	\$50,000.00 – Cash

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No other contribution has been made. No property or any other tangible asset has been contributed.

VII. The total additional contributions, if any, agreed to be made by all members and the times at which or events upon the happening of which they will be made are as follows:

No additional contributions are anticipated.

VIII. Additional contributions shall be made at such times and in such amounts as may be agreed by the Company and/or the members as provided in the Operating Agreement of the Company.

IX. The right, if given, of the members to admit additional members, and the terms and conditions of the admission are as follows:_____.

Additional members may be admitted at such times and on such terms and conditions as all members may unanimously agree and as provided in the Operating Agreement of the Company.

X. The right, if 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 occurrence of any other event which terminates the continued membership of a member in the limited liability company is as follows:

The remaining members of the Company may continue the business upon the termination membership of a member in the Company upon unanimous agreement and as provided in the Operating Agreement of the Company.

XI. Management: The Company is to be managed by a manager. The name and address of the manager who is to serve as manager until the first annual meeting of members or until his successors is elected and qualifies is: Scott Sewall, 390 Wainai Dr., Merritt Island, Florida 32953.

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XII. Indemnification.

A. The Company shall indemnify an individual made a party to a proceeding because he is or was a manager, officer, organizer, employee or agent of the Company against liability incurred in the proceeding if:

1. He conducted himself in good faith;
2. He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and
3. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

B. Indemnification will also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the interests of the participants in and beneficiaries of such plan.

C. The Company will pay for or reimburse the reasonable expenses incurred by a manager, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

1. The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described herein;
2. The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and
3. A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

D. The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any by-law, agreement, vote of members or disinterested managers or

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otherwise. The Articles of Organization may not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

E. In addition to the foregoing, the Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or on the account enforcing the indemnification right hereunder, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

Dated this 2nd day of Jan, 1998.

Georgia Risk Management, LLC,
ORGANIZER

By: Scott A. Sewell [signature]
PRESIDENT / manager

State of Fla.)
)ss
County of Brevard)

I, Louis M. Lazowitz, being first duly sworn, upon oath, depose and say that I am President of Georgia Risk Management, LLC, organizer named in the foregoing Articles of Organization, and I am individually an organizer named in the foregoing Articles of Organization, that I have read the contents of the same and that the statements contained in such Articles of Organization are true and correct.

L. M. Lazowitz
Louis M. Lazowitz Organizer

On this 2 day of January, 1998, before me personally appeared Louis M. Lazowitz, who being duly sworn by me upon his oath, deposed and acknowledged that he had read the contents of the foregoing Articles of Organization and further acknowledged that the facts alleged therein are true and correct. Witness my hand and official seal.

My Commission expires: 6/2/02

Catherine E. Roberson [signature]
NOTARY PUBLIC

SEAL

Notary Public, Bartow County, Georgia
My Commission Expires June 2, 2002

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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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

COMMUNICATION EQUIPMENT AND SERVICES, LLC

2. The name and address of the registered agent and office is:

SCOTT A. SEWALL
(NAME)

390 Walnut Dr.
(P. O. BOX NOT ACCEPTABLE)

Merritt Is) FL 32953
(CITY/STATE/ZIP)

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.

Scott A Sewall
(SIGNATURE)

(DATE)

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