



**STAACK & SIMMS, P.A.**

Attorneys At Law

VICTOR S. GUZMAN  
LOUANNE S. LOVE  
JOHN S. SIMMS  
JAMES A. STAACK \*  
ANDREW M. WIECZORKOWSKI

\*Bar Certified Attorney: Real Estate

121 N. OSCEOLA AVENUE  
SECOND FLOOR  
CLEARWATER, FL 33755

PHONE: (727) 441-2635  
FAX: (727) 461-4836  
E-MAIL: Staackklemm@ij.net  
Website: www.staackklemm.com

December 15, 1998

The Secretary of State  
Division of Corporations  
Attn: Diane Cushing  
409 E. Gaines Street  
Tallahassee, Florida 32399

VIA PRIORITY MAIL

Re: GLOBAL TELECOMMUNICATIONS SOLUTIONS, L.C., a Florida limited liability company

Dear Ms. Cushing:

As follow up to our phone conversation this morning, enclosed please find the corrected Articles of Organization for the above referenced company, Affidavit as to Contributions and Certificate of Designation Registered Agent/Registered Office, along with a copy of your correspondence dated 12-9-98 and our firm's check in the amount of \$43.75 for additional costs.

Please return the Certificate of Organization along with the certified copy of the Articles of Organization to me at the above address. Again, thank you for your attention to this matter.

Sincerely,



Barbara G. Barnes  
Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 9, 1998

LOUANNE S. LOVE  
STAACK & SIMMS, P.A.  
121 N. OSCEOLA AVENUE, SECOND FLOOR  
CLEARWATER, FL 33755

SUBJECT: GLOBAL TELECOMMUNICATIONS, L.C.  
Ref. Number: W98000027526

We have received your document for GLOBAL TELECOMMUNICATIONS, L.C. and your check(s) totaling \$302.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The fee for a certified copy on a limited liability company is \$52.50. The \$8.75 is for Florida corporation only.

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: 098A00058129

ARTICLES OF ORGANIZATION  
FOR SOLUTIONS,  
GLOBAL TELECOMMUNICATIONS<sup>^</sup>L.C.  
a Florida Limited Liability Company

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, do(es) hereby adopt the following Articles of Organization:

ARTICLE I

The name of the company is GLOBAL TELECOMMUNICATIONS<sup>^</sup>SOLUTIONS, L.C. ~~XXXX~~

ARTICLE II

The street address<sup>^</sup>and mailing address of the initial principal office of the company is:

20505 US 19N #12215  
CLEARWATER FL 33764

ARTICLE III

The company shall have perpetual existence, unless terminated by the unanimous written agreement of all members of the company, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continuing existence of the company notwithstanding the occurrence of any of the aforementioned events.

ARTICLE IV

This company is organized for the purpose of conducting any and all lawful business permitted under the laws of the United States and of the State of Florida.

FILED  
90 DEC 21 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V

All company power shall be exercised by, or under the authority of, and the business affairs of the company shall be managed under the direction of the members of the company. This Article may be amended from time to time in the regulations of the company by a unanimous vote of its members. The name(s) and address(es) of the initial members managing the company are as follows:

WILLIAM MARK LITTLE  
20505 US 19N  
Clearwater FL 33764

FILED  
98 DEC 21 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI

The street address of the initial registered office of the company is 121 N. Osceola Avenue, Suite 200, Clearwater FL 33755 and the name of the initial registered agent of the company at that address is Louanne S. Love, Esquire.

#### ARTICLE VII

Members shall have the right to admit new members by unanimous consent only. Contributions required of new members shall be determined as of the time of admission to the company. A member's interest in the company may not be sold or otherwise transferred except upon the unanimous written consent of members.

#### ARTICLE VIII

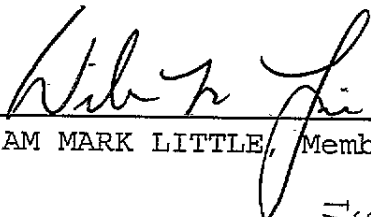
The Company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the company; provided, however, that the Company may continue to exist and conduct its business upon the unanimous consent of the remaining members.

## ARTICLE IX

Power to adopt, alter, amend or repeal the regulations of the company shall be vested in the members adopted by the members may be repealed or altered, new regulations may be adopted, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by any manager. The regulations shall govern and address items relating to the day to day operation of the company's business and shall address, without limiting the generality of the foregoing, such items as return of capital and distribution of profits and losses as between the members.

The Affidavit as to initial capital contributions is attached as Exhibit "A" hereto and made a part hereof.

The undersigned has executed these Articles of Organization this 26<sup>th</sup> day of October, 1998.

  
\_\_\_\_\_  
WILLIAM MARK LITTLE, Member

FILED  
98 DEC 21 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY  
AFFIDAVIT

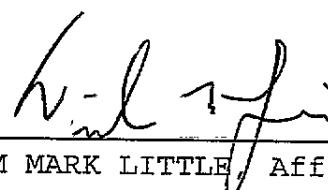
STATE OF OHIO  
COUNTY OF Cuyahoga

FILED  
98 DEC 21 PM 1:40  
TALLMAHOC, FLORIDA  
SECRETARY OF STATE

Before me, the undersigned authority duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, this day personally appeared WILLIAM MARK LITTLE, who is personally known to me or who produced a drivers license as identification and who first being duly sworn, deposes and says:

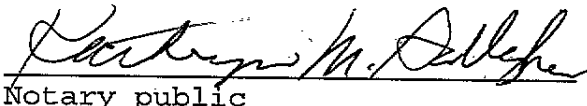
1. That he is a member of Global Telecommunications SOLUTIONS, A L.C. ("Company").
2. No member has heretofore contributed any cash to the Company.
3. No real or personal property has been heretofore contributed to the Company by any member.
4. The amount anticipated to be contributed to the Company by the members in the future is \$ 0.
5. No additional real or personal property is anticipated to be contributed to the Company by the members in the future.
6. Affiant has attained the age of legal majority, is not the subject of any guardianship proceeding and is otherwise competent to testify to the matters set out herein.

Further, Affiant sayeth naught.



WILLIAM MARK LITTLE Affiant

SWORN TO AND SUBSCRIBED before me on this 23 day of Nov, 1998.



Notary public

Printed: KATHRYN M. GALLAGHER, Notary Public  
State of Ohio, Cuyahoga County

My commission Expires May 22, 1999

EXHIBIT A

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is:

SOLUTIONS, L.C.  
GLOBAL TELECOMMUNICATIONS ~~XXXXX~~  
a Florida Limited Liability Company

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

is:

Louanne S. Love, Esquire  
121 N. Osceola Avenue  
Suite 200  
Clearwater FL 33755

SIGNATURE

  
WILLIAM MARK LITTLE

TITLE: President

DATE: 10-28-98

Having been named as registered agent and to accept service of process for the above stated 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.

SIGNATURE

  
LOUANNE S. LOVE, ESQUIRE

DATE: 10-29-98

FILED  
98 DEC 21 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA