

L990000000914

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
ATTORNEYS AT LAW

388 NORTH NEW YORK AVENUE
POST OFFICE DRAWER 1690
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 647-4455
TELECOPIER (407) 740-7063

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
WILLIAM A. DAVIS, JR.
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

January 22, 1999

VIA FEDERAL EXPRESS

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

000002756370--9
-01/27/99--01060--001
***467.50 ***337.50

Re: Reliable Telephone Company, LLC
Our File No. 5159-1

Gentlemen:

Enclosed for filing on an EXPEDITED BASIS please find the original and one (1) copy of the Articles of Organization for Reliable Telephone Company, LLC and Articles of Merger of Reliable Telephone Company, LLC. Please file the Articles of Organization first.

Also enclosed is this firm's check in the amount of \$467.50 which represents the filing fee for these documents.

Please return a certified copy of each document to me. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Jesse E. Graham, Jr.

Name	2/1/99
Availability	dec
Document Examiner	DCC
Updater	JEG, Jr./bkb
Enclosures	DCC
Verifier	FF
Acknowledgement	DCC
Verifier	DCC

① double supply (2727)
② enclosed a - not attached.
(description of property, (2688))

L990000000914

W990000002695

FILED
99 JAN 27 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$285.00
CC \$52.50

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
ATTORNEYS AT LAW

369 NORTH NEW YORK AVENUE
POST OFFICE DRAWER 1690
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 647-4455
TELECOPIER (407) 740-7063

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

February 16, 1999

VIA FEDERAL EXPRESS

Ms. Diane Cushing, Corporate Specialist
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32314

Re: Reliable Telephone Company, LLC
Reference No. W99000002695

Dear Ms. Cushing:

In accordance with the instructions of Bureau Chief Karen Byer, I am returning to your attention the Articles of Organization of Reliable Telephone Company, LLC, together with Articles of Merger of Reliable Telephone Company, LLC for filing in the Department's records.

In response to your cover letter dated February 3, 1999, I believe the first issue regarding the use of the word "Company" has been satisfactorily resolved. In connection with your second concern regarding the affidavit, I believe I have addressed it by crossing out the reference to a legal description in Exhibit A. I apologize for having left that in the previous form as there is no real property involved in this transaction. I have added the description which includes pay telephone contract rights and pay telephone equipment. I hope that you find all to be satisfactory and can file the documents without further delay.

Ms. Byer advised me that we would be entitled to utilize the original receipt date as our effective date of filing, and we would elect to do so. I believe you already have our funds for filing fees, but if you require anything further, please let me know. Thank you for your help and assistance in this matter.

Very truly yours,


Jesse E. Graham, Jr.

JEG,Jr.\bkb
Enclosures

cc: Mr. Daniel Brown (w/o enclosures)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 3, 1999

JESSE E. GRAHAM, JR.
GRAHAM CLARK JONES BUILDER PRATT & MARKS
P.O. DRAWER 1690
WINTER PARK, FL 32790

SUBJECT: RELIABLE TELEPHONE COMPANY, LLC
Ref. Number: W99000002695

*give original
but not
for KB
JK*

We have received your document for RELIABLE TELEPHONE COMPANY, LLC and your check(s) totaling \$467.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "Company." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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.

I'm also enclosing the merger document because you will need to change the name on it as well.

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: 999A00004655

**ARTICLES OF ORGANIZATION
OF
RELIABLE TELEPHONE COMPANY, LLC**

FILED
99 JAN 27 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer and for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be RELIABLE TELEPHONE COMPANY, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 10151 University Boulevard, Orlando, Florida.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization or the Regulations and Operating Agreement of the Company (the "Regulations").

ARTICLE IV - PURPOSE AND POWERS

1. Purposes. Except as restricted by these Articles of Organization, the Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, including without limitation, the acquisition, disposition, purchase, loan, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with real property, chattels and intangible property and all such other activities incidental or useful to the foregoing.

2. General Powers. Except as restricted by these Articles of Organization, the Company shall have and may exercise all powers and rights which a limited liability company may exercise legally pursuant to Chapter 608, Florida Statutes.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jesse E. Graham, Jr., Graham, Clark, Jones, Builder, Pratt & Marks, 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and upon such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations. A transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless all the other Members of the Company other than the Member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

Notwithstanding any other provision contained herein, the Company shall be dissolved upon the happening of any of the following events:

- a. Expiration of the term specified in Article III;
- b. Unanimous written consent of all the Members;

The Company will not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the Members in accordance with the Regulations adopted by the Members for the management of the business and affairs of the Company. Such Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the Managing Members, who shall serve until the first annual meeting of the Members or until their successors are duly appointed and qualify are:

NAME

ADDRESS

Daniel S. Brown

6074 Twin lakes Lane
Oviedo, FL 32765

Randy J. Newton

17216 Davenport Road
Winter Garden, FL 34787

Walter E. Southard, Jr.

2429 Deer Meadows Drive
Apopka, FL 32703

FILED
JAN 27 PM 3:00
TALLAHASSEE, FLORIDA
99

ARTICLE IX - AMENDMENTS

The limited liability company reserves the right to amend its Articles of Organization from time to time in accordance with Chapter 608, Florida Statutes.

ARTICLE X - REGULATIONS

The management and affairs of the Company will be conducted in accordance with Regulations and Operating Agreement of the Company adopted by the Members, as the same may be amended from time to time in accordance with the terms hereof.

IN WITNESS WHEREOF, the undersigned organizer of RELIABLE TELEPHONE COMPANY, LLC has executed these Articles of Organization at Winter Park, Florida, on this 22 day of January, 1999.

Name of Organizer:


Daniel S. Brown

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared DANIEL S. BROWN, to me personally known as the organizer of the above limited liability company, and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 22nd day of January, 1999.

Notary Seal:



JESSE E GRAHAM JR
My Commission CC447532
Expires Mar. 22, 1999
Bonded by HAI
800-422-1555


Notary Public

JESSE E. GRAHAM, JR.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

Pursuant to Sections 608.407(d) and 608.415, Florida Statutes, the undersigned, Jesse E. Graham, Jr., does hereby consent to serve as the Registered Agent of RELIABLE TELEPHONE COMPANY, LLC and to accept service of process for the above stated company at the place designated in the Articles of Organization and hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent. Such Registered Agent's address for service of process shall be:

Jesse E. Graham, Jr., Esquire
Graham, Clark, Jones, Builder, Pratt & Marks
369 North New York Avenue, Third Floor
Winter Park, Florida 32789

DATED: January 22, 1999



Jesse E. Graham, Jr.
Registered Agent

FILED
99 JAN 27 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of RELIABLE TELEPHONE COMPANY, LLC, deposes and says:

1. The above named limited liability company has at least two Members.
2. The total amount of cash to be contributed by the Member(s) is \$0.00.
3. If any, the agreed value of property other than cash contributed by Member(s) is \$240,000.00, ~~and the legal description of the property is attached hereto as Exhibit A and made a part hereof~~ and the property consists of pay telephone contract rights and equipment.
4. The total amount of cash or property anticipated to be contributed by Member(s) is \$-0-.
5. The total amount of cash or property contributed or anticipated to be contributed by Member(s) is \$240,000.00. This includes amounts from 2, 3 and 4 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: January 22, 1999


Daniel S. Brown

FILED
99 JAN 27 AM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Daniel S. Brown, to me well known as a Member of the above limited liability company, and who subscribed the above Affidavit of Membership and Contributions.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 22nd day of January, 1999.

Notary Seal:



JESSE E GRAHAM JR
My Commission CC447532
Expires Mar. 22, 1999
Bonded by HAI
800-422-1555


Notary Public

JESSE E. GRAHAM, JR.

J:\RELIABLE\ARTOF.ORG