

April 5, 1999

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800002831918--6  
-04/07/99-D1045-003  
\*\*\*\*293.75 \*\*\*\*293.75

**Re: Articles of Organization for  
RAPID TRANSMIT TECHNOLOGY DEVELOPMENT FUND XLI, L.L.C.**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization for Rapid Transmit Technology Development Fund XLI, L.L.C. for filing.

Also enclosed is a check in the amount of \$293.75, representing \$250 for the filing fee, \$35.00 for the designation of registered agent, and \$8.75 for the Certificate of Status.

Please return the file-stamped copy and certificate to my attention in the enclosed self-addressed envelope. If there are any questions regarding the enclosed document, please feel free to contact me at (800) 558-8055, ext. 1107. Thank you for your prompt attention and assistance with this filing.

Sincerely,

*Catherine Boggs*

Catherine Boggs  
Assistant to General Counsel

Enclosures

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -7 PM 4:05

99 APR - 7 PM 4:05

**ARTICLES OF ORGANIZATION  
OF  
RAPID TRANSMIT TECHNOLOGY DEVELOPMENT FUND XLI, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I  
NAME**

The name of this limited liability company is **RAPID TRANSMIT TECHNOLOGY DEVELOPMENT FUND XLI, L.L.C.** (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 7826 Cooper Road, Cincinnati, Ohio 45242.

**ARTICLE III  
DURATION**

Unless and until the Company is dissolved by the unanimous consent of the members or by law, the Company will exist in perpetuity from the date of the Company's existence.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Gregory K. McGrath. The street address of the initial registered agent of the Company is 4561 Gulf of Mexico Drive, #101, Longboat Key, Florida 34228.

**ARTICLE V  
MANAGEMENT**

The Company will be managed by a manager, as further provided in the regulations of the Company. Except as authorized by the manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitment on behalf of the Company. **GREGORY K. McGRATH**, whose street address is 4561 Gulf of Mexico Drive, #101, Longboat Key, Florida 34228, will serve as manager until the first annual meeting of the members or until his successor is elected and qualifies. Thereafter, the Company will be managed by at least one manager who must be elected, and may be removed, as provided in the regulations of the Company.

## **ARTICLE VI REGULATIONS**

The members may adopt, alter, amend or repeal regulations of the Company to the fullest extent permitted by law.

## **ARTICLE VII ADMISSION OF ADDITIONAL MEMBERS**

The members of the Company may admit additional members upon unanimous agreement of the then-existing members.

## **ARTICLE VIII MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company ("Dissolution Event"), the business of the Company may be continued so long as there are at least two remaining members and all remaining members consent to the continuation of business. The manager of the Company must call a Special Meeting of Members to be held within 90 days after the Dissolution Event for purposes of determining whether the business should be continued.

## **ARTICLE IX DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

## **ARTICLE X INDEMNIFICATION**

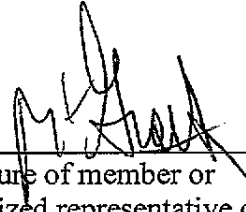
The Company must indemnify each manager, member, officer, employee or agent of the Company to the fullest extent permitted by Florida law.

## **ARTICLE XI AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member certifies:

- 1) the above named limited liability company has one member;
- 2) the total amount of cash contributed by the member is \$100.00;
- 3) no other property has been contributed by the member; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by the member is \$100.00.

The undersigned executed these Articles of Organization effective as of this 5<sup>th</sup> day of April, 1999.

A handwritten signature in black ink, appearing to read 'Gregory K. McGrath', is written over a horizontal line.

Signature of member or  
authorized representative of member

(In accordance with Section 608.408(3),  
Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the  
penalties of perjury that the facts stated  
herein are true.

Gregory K. McGrath

Typed or printed name

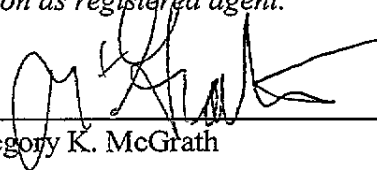
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is RAPID TRANSMIT TECHNOLOGY DEVELOPMENT FUND XLI, L.L.C.
2. The name and the Florida address of the registered agent are:

GREGORY K. McGRATH  
4561 Gulf of Mexico Drive, #101  
Longboat Key, Florida 34228

*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.*

  
\_\_\_\_\_  
Gregory K. McGrath