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From-KIRK PINKERTON

T-067 P.001/004 F-92

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Florida Department of State

Division of Corporations

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Account Number : 071670002600

Phone : (941) 364-2409

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AL1

LIMITED LIABILITY AMENDMENT

THE ULTIMATE CONNECTION, L.C.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT # H00-63332

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THE ULTIMATE CONNECTION, L.C.

Pursuant to Sections 608.407 and 608.411, Florida Statutes, this Florida limited liability company, desiring to amend and restate its Articles of Organization in their entirety which were filed on September 30, 1999, under the name of The Ultimate Connection, L.C., does certify as follows:

"ARTICLE I - NAME

The name of the Company is The Ultimate Connection, L.C.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

23170 Harborview Road
Port Charlotte, Florida 33952

ARTICLE IV - PURPOSE

The purposes for which the Company is organized are to provide telecommunication services, including the establishment of a competitive local exchange carrier to provide local and long distance telephone service to customers; to do and transact all business, contracts and agreements of every kind and description, including the right to sell, acquire, improve and lease real property which may be necessary, desirable or expedient in connection with the operation of such business; to transact any business; and to engage in, enter into, promote or conduct any other lawful business purpose or activity permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty Bar #0436879

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ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the registered agent in Florida for the Company is as follows:

Derek Dunn-Rankin
23170 Harborview Road
Port Charlotte, Florida 33952

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The name and address of such manager, who will serve as manager until the next annual meeting of Members or until its successor or successors are elected and qualified, is as follows:

Sun Coast Media Group, Inc. 23170 Harborview Road
Port Charlotte, Florida 33952

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act."

These Amended and Restated Articles of Organization shall be effective upon filing with the Florida Department of State.

Under penalties of perjury I declare that I have read the foregoing Amended and Restated Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief, and these Amended and Restated Articles of Organization, duly executed, are being filed in accordance with Florida Statutes Section 608.411.

Dated: December 4, 2000

SUN COAST MEDIA GROUP, INC., a Florida corporation, as Member

By: Derek Dunn-Rankin
DEREK DUNN-RANKIN, President

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STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DEREK DUNN-RANKIN, President of Sun Coast Media Group, Inc., a Florida corporation, Member, (notary choose one) [] who is personally known to me or [] who has produced as identification and who executed the foregoing Amended and Restated Articles of Organization, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of November, 2000.



Mary F. Skaggs
NOTARY PUBLIC
MARY F. SKAGGS
Print Name of Notary Public And Affix Seal
1/20/2005
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of The Ultimate Connection, L.C., being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 4th day of December, 2000.

Derek Dunn-Rankin
DEREK DUNN-RANKIN, Registered Agent