

**Phoenix Direct Wireless**

498 Palm Springs Drive, #100  
Altamonte Springs, Florida 32701  
Telephone: (407) 261-8997  
Fax: (407) 261-8997

L99-000006263

June 28, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

800002935438--0  
-07/19/99-01132-006  
\*\*\*\*285.00 \*\*\*\*285.00

Re: Creation of Limited Liability Company

To Whom It May Concern:

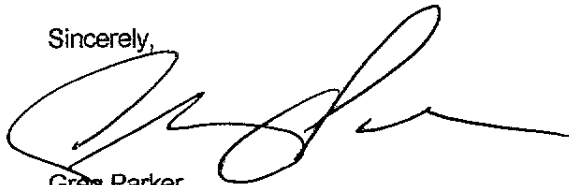
The following paperwork to create and define the limited liability company known as "Phoenix Direct Wireless, L.L.C." is submitted for approval with one original, three copies and the required filing fees for this limited liability company are attached.

Please forward the necessary paperwork confirming the creation of this company to:

**Cinda B. Parker**  
**Phoenix Direct Wireless, L.L.C.**  
**498 Palm Springs Drive, #100**  
**Altamonte Springs, FL 32701**

If you, have any questions please contact me at (407) 261-8663.

Sincerely,



Greg Parker  
Phoenix Direct Wireless

per Greg Parker

L99-000006263

Name	Greg Parker
Availability	07-30
Agent	Greg Parker
State	FL
Address	Altamonte Springs, FL
City	Altamonte Springs
Zip	32701
Signature	Greg Parker
P. Verifier	Greg Parker



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 28, 1999

CINDA B. PARKER  
498 PALM SPRINGS DRIVE #100  
ALTAMONTE SPRINGS, FL 32701

SUBJECT: PHOENIX DIRECT WIRELESS, L.L.C.  
Ref. Number: W99000017492

We have received your document for PHOENIX DIRECT WIRELESS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the period of duration, which may be perpetual.

The document must contain the names and street addresses of the members or managers of the limited liability company.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 099A00038524

FILED

# **ARTICLES OF ORGANIZATION OF PHOENIX DIRECT WIRELESS, L.L.C.**

The undersigned-organizing officers to these Articles of Organization hereby form a limited liability company under the laws of the State of Florida and Chapter 608 of the Florida Statutes.

## **ARTICLE I – NAME & PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **PHOENIX DIRECT WIRELESS, L.L.C.**, and a Florida limited liability company.

The mailing address and street address of the principal office of the limited liability company shall be:

**Phoenix Direct Wireless, L.L.C.  
498 Palm Springs Drive, #100  
Altamonte Springs, FL 32701**

## **ARTICLE II – DURATION**

The period of the limited liability company's existence shall be perpetual.

## **ARTICLE III – NAME AND STREET ADDRESS OF REGISTERED AGENT**

The name and street address of the initial registered agent in the state of Florida for the limited liability company shall be:

**Cinda B. Parker  
498 Palm Springs Drive, #100  
Altamonte Springs, FL 32701**

## **ARTICLE IV – NATURE OF BUSINESS**

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

## **ARTICLE V – RIGHTS OF OFFICERS TO ADMIT ADDITIONAL OFFICERS**

The organizing officers of this limited liability company, whom are signatories to these Articles of Organization, have the right to admit additional limited officers to the limited liability company in their sole discretion, upon the unanimous consent of the organizing officers of this limited liability company.

FILED

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**ARTICLE VI**  
**RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY COMPANY UPON**  
**THE DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, OR DISSOLUTION OF**  
**A OFFICER OR THE OCCURRENCE OF ANY OTHER EVENT WHICH**  
**TERMINATED THE CONTINUED OFFICERS' INVOLVMENT IN THE LIMITED**  
**LIABILITY COMPANY**

- a. **Right of Substitution.** The right of an organizing officer to substitute his interest to an assignee as a contributor in his or her place, and the terms and conditions of the substitution are as follows:
- i. A fully executed and acknowledged written instrument of assignment must be filed with the other organizing officer setting forth the intention of the assignor that the assignee become a organizing officer in his or her place.
  - ii. The assignor and the assignee must execute and acknowledge such other instruments as the organizing officer may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization, and written opinion of counsel that the assignment does not violate any provision of federal, state, or local law, ordinance, rule or code section, or any provision of the Articles of Organization;
  - iii. A reasonable transfer fee shall have been paid to the limited liability company; and
  - iv. The written consent of all the organizing officer to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the organizing officer.
- b. **Admission of Additional Limited Officers.** The organizing officers of this limited liability company have the right to admit additional limited officers in their sole discretion, upon the unanimous consent of the organizing officers.
- c. **Termination of an Officer.** The position of a organizing officer in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, or resignation of an organizing officer of this limited liability company, bankruptcy or dissolution of an organizing officer or the occurrence of any other event which terminates the continuance of an organizing officer of this limited liability company. Upon the termination of an organizing officer in this limited liability company, the company shall, within 365 days or less following such termination pay the value of the terminated officer's interest in the limited liability company to the officer, the officer's successors, heirs and /or assigns, as the case may be.
- d. **Right to Continue Business.** The remaining organizing officer of this limited liability company may elect to continue business of this limited liability company upon the death, retirement, resignation, bankruptcy, or dissolution of an officer or the occurrence of any other event which terminates the continued membership of an officer of this limited liability company, upon the unanimous vote of the remaining officers of this limited liability company.


**COUNT VII - MANAGEMENT OF THE LIMITED LIABILITY COMPANY**

The management of this limited liability company is reserved to the organizing ~~officers~~ <sup>managing member</sup> exclusively. The names and addresses of the organizing officers are:

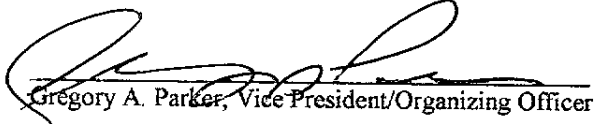
**Cinda B. Parker**  
101 Spring Valley Loop  
Altamonte Springs, FL 32714

**Gregory A. Parker**  
101 Spring Valley Loop  
Altamonte Springs, FL 32714

IN WITNESS WHEREOF, the undersigned organizing officers of this Limited Liability Company have signed these Articles of Organization on the 27<sup>th</sup> day of June 1999.

  
Cinda B. Parker, President/Organizing Officer

Date: 6/28/99

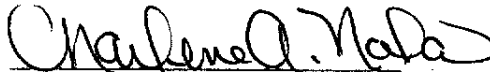
  
Gregory A. Parker, Vice President/Organizing Officer

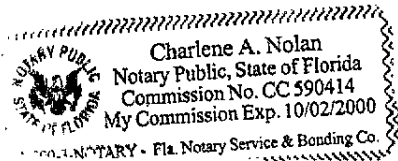
Date: 6/28/99

FILED

**STATE OF FLORIDA  
COUNTY OF SEMINOLE**

Before me, the undersigned notary public, Cinda B. Parker swore to the foregoing instrument, who did take an oath. She is personally known to me or has produced a Florida Drivers License as identification.

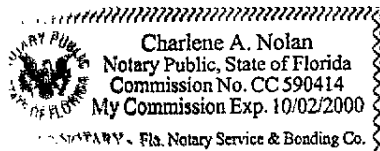
  
NOTARY PUBLIC



**Charlene A. Nolan**  
(Typed-printed or stamped name of Notary)  
My Commission Expires: 10/02/00

Before me, the undersigned notary public, Cinda B. Parker swore to the foregoing instrument, who did take an oath. She is personally known to me or has produced a Florida Drivers License as identification.

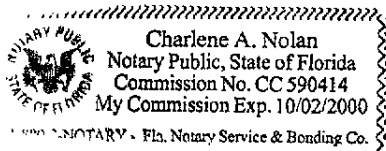
  
NOTARY PUBLIC



**Charlene A. Nolan**  
(Typed-printed or stamped name of Notary)  
My Commission Expires: 10/02/00

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NOTARY PUBLIC



**Charlene A. Nolan**  
(Typed-printed or stamped name of Notary)  
My Commission Expires: 10/02/00

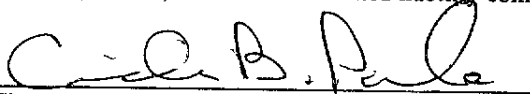
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NOTARY PUBLIC  
STATE OF FLORIDA

**DESIGNATION OF AND ACCEPTENCE BY REGISTERED AGENT**  
**FOR**  
**PHONEIX DIRECT WIRELESS, L.L.C.**

The following is submitted in compliance with laws of the State of Florida, Chapter 608 of the Florida Statutes. Phoenix Direct Wireless, L.L.C., a Florida limited liability company, organizing under the laws of the State of Florida with its principle place of business located at 498 Palm Springs Drive, #100, Altamonte Springs, Florida 32701, has named **CINDA B. PARKER**, whose address is 498 Palm Springs Drive, #100, Altamonte Springs, Florida 32701, as its Agent to accept service of process within the State.

**ACCEPTENCE:**

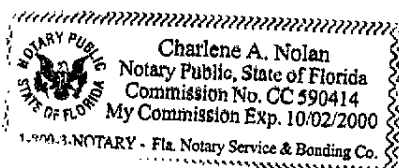
I, Cinda B. Parker, agree to act as the REGISTERED AGENT of Phoenix Direct Wireless, L.L.C., a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said limited liability authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of Phoenix Direct Wireless, L.L.C., and a Florida limited liability company.



**Cinda B. Parker**  
**498 Palm Springs Drive, #100**  
**Altamonte Springs, FL 32701**

Before me, the undersigned notary public, Cinda B. Parker swore to the foregoing instrument, which did take an oath. She is personally known to me or has produced a Florida Drivers License as identification.

  
**NOTARY PUBLIC**



**Charlene A. Nolan**  
(Typed-printed or stamped name of Notary)  
My Commission Expires: 10/02/00

FILED  
SEP 20 10 50 AM '00  
NOTARY PUBLIC  
STATE OF FLORIDA

**AFFIDAVIT OF OFFICER AND CONTRIBUTIONS**  
**FOR**  
**PHOENIX DIRECT WIRELESS, L.L.C.**

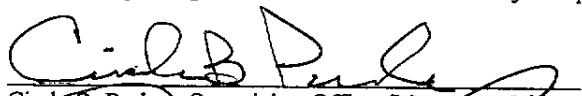
Before me, the undersigned authorities, personally appeared, Cinda B. Parker, and Gregory A. Parker, all Organizing Officers of Phoenix Direct Wireless, L.L.C., a Florida limited liability company, who, upon first being duly sworn according law, deposes and say:

1. We are all Organizing Officers of Phoenix Direct Wireless, L.L.C., a Florida limited liability company.
2. There are two Organizing Officers of Phoenix Direct Wireless, L.L.C., a Florida limited liability company whose names and mailing addresses are as follows:

**Cinda B. Parker**  
**101 Spring Valley Loop**  
**Altamonte Springs, FL 32714**

**Gregory A. Parker**  
**101 Spring Valley Loop**  
**Altamonte Springs, FL 32714**

3. As of the date of the filing of this affidavit, Cinda B. Parker has contributed the sum of Two Thousand and Forty Dollars (\$2,040.00) to Phoenix Direct Wireless, L.L.C., a Florida limited liability company. At this time there is no other property to be contributed by officer other than the original amount of cash as previously stated. It is anticipated that this Organizing Officer shall continue to contribute an additional sum of Two-Hundred Fifty Thousand Dollars (\$250,000.00) to Phoenix Direct Wireless, L.L.C., a Florida limited liability company.
4. As of the date of the filing of this affidavit, Gregory A. Parker has contributed the sum of Two Thousand Dollars (\$2,000.00) to Phoenix Direct Wireless, L.L.C., a Florida limited liability company. At this time there is no other property to be contributed by officer other than the original amount of cash as previously stated. It is anticipated that this Organizing Officer shall continue to contribute an additional sum of Two-Hundred Fifty Thousand Dollars (\$249,000.00) to Phoenix Direct Wireless, L.L.C., a Florida limited liability company.
- 5.
6. This Affidavit is made for the purpose of complying with Chapter 608 of the Florida Statutes regarding formation of a limited liability company.

  
Cinda B. Parker, Organizing Officer/Managing Officer

Date: 6/8/99

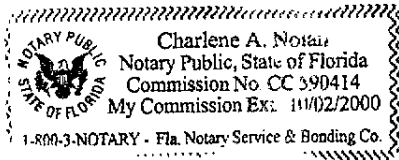
  
Gregory A. Parker, Organizing Officer/Managing Officer

Date: 6/28/99

FILED  
SEP 20 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLA

**STATE OF FLORIDA  
COUNTY OF SEMINOLE**

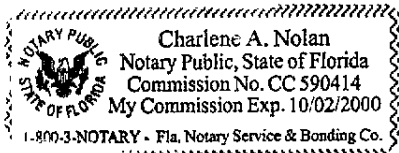
Before me, the undersigned notary public, Cinda B. Parker swore to the foregoing instrument, who did take an oath. She is personally known to me or has produced a Florida Drivers License as identification.



Charlene A. Nolan  
NOTARY PUBLIC

**Charlene A. Nolan**  
(Typed-printed or stamped name of Notary)  
My Commission Expires: 10/02/00

Before me, the undersigned notary public, Gregory A. Parker swore to the foregoing instrument, who did take an oath. He is personally known to me or has produced a Florida Drivers License as identification.



Charlene A. Nolan  
NOTARY PUBLIC

**Charlene A. Nolan**  
(Typed-printed or stamped name of Notary)  
My Commission Expires: 10/02/00

FILED

00 SEP 22 PM 5:09

NOTARY PUBLIC