

Division of Corporations

Page 1 of 2

L99000008152

Florida Department of State

Division of Corporations

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CORPORATION DIVISION

LIMITED LIABILITY COMPANY

alphacellular.com, LLC

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**ARTICLES OF ORGANIZATION
OF****alphacellular.com, LLC****Under the Florida Limited Liability Company Act Effective October 1, 1999****ARTICLE I****INTRODUCTORY STATEMENT**

Pursuant to Section §608.407, Florida Statutes, under the Florida Limited Liability Company Act, as amended effective October 1, 1999 ("Amended Act"), these Articles of Organization ("Articles") are filed to organize the Florida limited liability company under the name set forth below in Article II and to acknowledge, accept and declare that such limited liability company is governed by the Amended Act.

ARTICLE II**NAME**

The name of this limited liability company is alphacellular.com, LLC (the "Company").

ARTICLE III**MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is 4060 North Dixie Highway, Boca Raton, Florida 33431

ARTICLE IV**REGISTERED AGENT AND OFFICE**

The name and street address of the Company's initial registered agent in Florida is EMO Corporate Services, Inc., 100 NE Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

ARTICLE V**MANAGEMENT**

The Company is to be a manager-managed Company.

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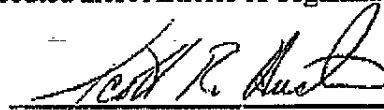
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ARTICLE VIADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members only upon the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

IN WITNESS WHEREOF, the undersigned as the Authorized Representative of the members pursuant to §§608.402(3) and 608.407 has executed these Articles of Organization on November 24, 1999.



Scott R. Austin, Esq.

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TALLAHASSEE, FL

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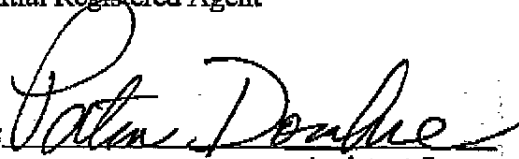
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for alphacellular.com, LLC, at the place designated in the foregoing Articles of Organization, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Limited Liability Company Act, as amended effective October 1, 1999, relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: November 24, 1999

By:

Patricia Donahoe Assistant Secretary

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