



Utah Department of Commerce

Division of Corporations & Commercial Code

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Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents

Fax: (801) 530-6438
Web Site: http://www.commerce.utah.gov

Registration Number: 2023741-0160

Business Name:

CENTRAL TELCOM SERVICES, LLC

Registered Date:

MARCH 29, 1996

October 11, 2007

CERTIFIED COPY OF ARTICLES OF ORGANIZATION AND AMENDMENTS

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF ORGANIZATION AND AMENDMENTS OF

CENTRAL TELCOM SERVICES, LLC

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg

Kathy Berg Director

Division of Corporations and Commercial Code

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Department of Commerce
Division of Corporations and Commercial Code

Hereby certify that the foregoing has been filed and approved on the Arthury of Barries in the office of this Division and hereby listed

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ARTICLES OF ORGANIZATION

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OF

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CENTRAL MARKETING GROUP, L.C.

We, the undersigned persons, desiring to form a limited liability company under the Utah Limited Liability Company Act, adopt the following Articles of Organization for such company and certify:

ARTICLE I

Name: The name of this company is Central Marketing Group, L.C.

ARTICLE II

<u>Duration</u>: This company shall continue until December 31, 2032, unless sooner dissolved by law.

ARTICLE III

Purposes: The purpose or purposes for which this company is organized are:

- a. To engage in the sale and resale of satellite transmissions, satellite dishes, direct broadcast satellite systems and such other purposes involving broadcast and telecommunications services as may be related thereto and all other lawful activities agreed to by the Members.
- b. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this company, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, shareholders, or otherwise, either alone or in conjunction with any other person, association, partnership, corporation or limited liability company.
- c. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the company, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the

intention that purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

Registered Office and Agent: The address of this company's initial registered office is 77 West 200 South, Suite 400, Salt Lake City, Utah 84101. The name of the initial registered agent at such address is Stanley K. Stoll.

If the registered agent of the company has resigned, cannot be found or served with the exercise of reasonable diligence, or his authority as registered agent has been revoked and no other registered agent has been appointed by the company to serve in his place, the Director of the Division of Corporations and Commercial Code of the State of Utah is hereby appointed the company's agent for service of process.

ARTICLE V

Management: The management of the company shall be vested in its members in proportion to their interest in the profits of the company as initially reflected in the Operating Agreement and as adjusted from time to time pursuant to the Operating Agreement to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the members are:

| NAME | <u>ADDRESS</u> |
|---------------|--|
| I. Branch Cox | 45 West Center Fairview, Utah 84629 |
| Eddie L. Cox | 45 West Center Fairview, Utah 84629 |
| Dinah D. Cox | 45 West Center Fairview, Utah 84629 |
| Lesa Cox | 45 West Center Fairview, Utah 84629 |

ARTICLE VI

<u>Dissolution</u>: This company shall be dissolved in accordance with provisions set forth in the Operating Agreement.

IN WITNESS WHEREOF, we the undersigned, constituting the members and initial registered agent of this Limited Liability Company have executed these Articles of Organization and certify to the truth of the facts herein stated, this day of _______, 1996.

I Branch Cox

Eddie L. Cox

Dinah D. Cox

Registered Agent



AMENDMENT TO ARTICLES OF ORGANIZATION

OF

CENTRAL MARKETING GROUP, L.C.

3/20/194

We, the undersigned persons being all the Members of Central Marketing Group, L.C., adopt the following Amendment to the Articles of Organization for such company and certify:

ARTICLE I

Name: The name of this company is CENTRAL MARKETING GROUP, L.C.

ARTICLE II

Amendment: Article I of the Articles of Organization of this company is hereby amended to read in its entirety as follows:

ARTICLE I

Name: The name of this company is CENTRAL TELCOM SERVICES, LLC

IN WITNESS WHEREOF, we the undersigned, constituting the members of this Limited Liability Company have executed this Amendment to the Articles of Organization and certify to the truth of the facts herein stated this 1245 day of October, 2000.

State of Utah Department of Commerce Division of Corporations and Commercial Code

i Hereby certify that the foregoing has been filed and approved on this 20 day of 20 20 th to the office of this Division and hereby issue

this Certificate thereof.

Examiner_

LORENA RIFFOLIENSO

I. Branch Cox

Eddie L. Cox

Dinch Cov

Lesa Cox

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OCT 18 2000

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Date:

10/18/2000

Receipt Number: 138158

Amount Paid: \$35.00

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

CENTRAL TELCOM SERVICES, LLC

The Articles of Organization of Central Telcom Services, LLC, filed with the Division of Corporations and Uniform Commercial Code, State of Utah, on March 29, 1996, are hereby amended and restated pursuant the Utah Limited Liability Company Act as follows:

ARTICLE I

Division of Corporate

Name: The name of this company is Central Telcom Services, LLC

ARTICLE II

Duration: This company shall continue until December 31, 2032, unless sooner dissolved by law.

ARTICLE III

<u>Purposes</u>: The purpose or purposes for which this company is organized are:

- To engage in the development, sale and resale of telecommunications services including, without limitation, cellular, PCS or satellite, long distance telecommunications services, internet, MMDS, and other forms of broadband telecommunications services and such other purposes involving broadcast and telecommunications services as may be related thereto and all other lawful activities agreed to by the Members.
- To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated. or which may at any time appear conducive to or expedient for the protection or benefit of this company, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, shareholders, or otherwise, either alone or in conjunction with any other person, association, partnership, corporation or limited liability company.

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exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

Registered Office and Agent: The address of this company's initial registered office is 77 West 200 South, Suite 400, Salt Lake City, Utah 84101. The name of the initial registered agent at such address is Stanley K. Stoll.

If the registered agent of the company has resigned, cannot be found or served with the exercise of reasonable diligence, or his authority as registered agent has been revoked and no other registered agent has been appointed by the company to serve in his place, the Director of the Division of Corporations and Commercial Code of the State of Utah is hereby appointed the company's agent for service of process.

ARTICLE V

Management: The management of the company shall be vested in its Managers as reflected in the Operating Agreement and as modified from time to time pursuant to the Operating Agreement. The names and addresses of the Managers are:

NAME

ADDRESS

I. Branch Cox

45 West Center

Fairview, Utah 84629

Eddie L. Cox

45 West Center Fairview, Utah 84629

ARTICLE VI

<u>Dissolution</u>: This company shall be dissolved in accordance with provisions set forth in the Operating Agreement.

IN WITNESS WHEREOF, we the undersigned, constituting the Managers and the registered agent of this Limited Liability Company have executed these Amended and Restated Articles of Organization and certify to the truth of the facts herein stated, this 21 day of March, 2001.

Jellanch Cox

I. Branch Cox

Eddie L. Cox

Stanley K. Stoll

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

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CENTRAL TELCOM SERVICES, LLC

Utah Div. Of Corp. & Corns. Code

The Articles of Organization and the Amended and Restated Articles of Organization of Central Telcom Services, LLC, filed with the Division of Corporations and Uniform Commercial Code, State of Utah, on March 29, 1996, and April 13, 2001, respectively, are hereby amended and restated pursuant the Utah Limited Liability Company Act as follows:

ARTICLE I

Name: The name of this company is Central Telcom Services, LLC.

ARTICLE II

<u>Duration</u>: This company shall continue until December 31, 2032, unless sooner dissolved by law.

ARTICLE III

<u>Purposes</u>: The purpose or purposes for which this company is organized are:

- a. To engage in the development, sale and resale of telecommunications services including, without limitation, cellular, PCS or satellite, long distance telecommunications services, internet, MMDS, and other forms of broadband telecommunications services and such other purposes involving broadcast and telecommunications services as may be related thereto and all other lawful activities agreed to by the Members.
- b. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this company, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, shareholders, or otherwise, either alone or in conjunction with any other person, association, partnership, corporation or limited liability company.

Receipt Number: 351006 Amount Paid: \$35.00 c. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the company, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

Registered Office and Agent: The address of this company's initial registered office is 77 West 200 South, Suite 400, Salt Lake City, Utah 84101. The name of the initial registered agent at such address is Stanley K. Stoll.

If the registered agent of the company has resigned, cannot be found or served with the exercise of reasonable diligence, or his authority as registered agent has been revoked and no other registered agent has been appointed by the company to serve in his place, the Director of the Division of Corporations and Commercial Code of the State of Utah is hereby appointed the company's agent for service of process.

ARTICLE V

Management: The management of the company shall be vested in its Manager as reflected in the Operating Agreement and as modified from time to time pursuant to the Operating Agreement. The name and address of the Manager is:

NAME

ADDRESS

Lynch Telephone Corporation X

401 Theodore Fremd Avenue Rye, New York 10580

ARTICLE VI

<u>Dissolution</u>: This company shall be dissolved in accordance with provisions set forth in the Operating Agreement.

IN WITNESS WHEREOF, we the undersigned, constituting the Sole Member and the registered agent of this Limited Liability Company have executed these Amended and Restated Articles of Organization and certify to the truth of the facts herein stated, this 22nd day of June, 2001.

LYNCH TELEPHONE CORPORATION X

Robert Dolan, President AND MANAGER/MEMBER

Stanley K. Stoll

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AMENDMENT TO AMENDED AND RESTATED his office of this Division and hereby ARTICLES OF ORGANIZATION OF

CENTRAL TELCOM SERVICES, LLC

The Amended and Restated Articles of Organization of Central Telcom Services, LLC, filed with the Division of Corporations and Uniform Commercial Code, State of Utah, on June 25, 2001, are hereby amended pursuant the Utah Revised Limited Liability Company Act as follows:

ARTICLE I

Name: The name of this company is Central Telcom Services, LLC.

ARTICLE II

Article V. Article V is hereby deleted in its entirety and the following Article V is hereby substituted in lieu thereof:

ARTICLE V

Management: The management of the company shall be vested in its Manager as reflected in the Operating Agreement and as modified from time to time pursuant to the Operating Agreement. The name and address of the Manager

NAME

ADDRESS

Lynch Telephone Corporation X

401 Theodore Fremd Avenue

Rye, New York 10580

I. Branch Cox

45 West Center Street

Fairview, Utah 84629

Eddie L. Cox

45 West Center Street Fairview, Utah 84629

IN WITNESS WHEREOF, the undersigned, constituting the Sole Member and Manager this Limited Liability Company has executed this Amendment to the Amended and Restated Articles of Organization and certifies to the truth of the facts herein stated, this 23rd day of January, 2002.

LYNCH TELEPHONE CORPORATION X MANAGER

Robert Dolan, President

Date:

01/30/2002

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