

**ARTICLES OF ORGANIZATION  
OF  
TALK ! TALK !, L.L.C.**

  
20021118000574710 Pg 1/2 80.00  
Shelby Cnty Judge of Probate, AL  
11/18/2002 14:14:00 FILED/CERTIFIED

The undersigned, being all of the members of Talk ! Talk !, L.L.C., a limited liability company under the Code of Alabama, adopts the following Articles of Organization for such limited liability company:

**ONE**

The name of this limited liability company shall be Talk ! Talk !, L.L.C.

**TWO**

The period of its duration is perpetual.

**THREE**

The purpose or purposes for which this company is formed are:

A. To engage in retail and wholesale sales of cellular phones, pagers and services and all things connected therewith and to do and engage in all lawful activities in the State of Alabama.

B. To purchase, acquire, hold and prove, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every name and nature including stocks and securities of other corporations or companies and to loan money and take securities for the payment of all sums due to the company and to sell, assign, and release such securities. To build, erect, construct, lease or otherwise acquire dwelling houses, apartment houses, office buildings, and lands, and to sell, lease or otherwise dispose of the same.

C. This company shall have the power to make loans on mortgages secured by real estate and do all things incident to or in furtherance of the ownership, collection, and liquidation of such loans.

D. This company shall have the power to purchase, acquire, sell, dispose of, and otherwise deal in negotiable and non-negotiable instruments of all kinds, whether secured by mortgage or otherwise, and to do all things incident to or in furtherance of the ownership and liquidation of such items.

E. This company shall have the power to acquire all and any of the goodwill, rights, property and business of any person, firm, corporation or association and hold, utilize, enjoy and in any manner dispose of the whole or any of the rights, property and business so acquired and to assume in connection therewith any liabilities of such person, firm, corporation, company or association.

F. This company shall have the right and power to borrow money for any of the purposes of the company and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration and to secure the payment thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract right, whether at the time owned or thereafter acquired, and to sell, place, discount, or otherwise dispose of such bonds, notes, or other obligations of the company.

G. This company shall have the power and right to carry on in general any other business in connection with the foregoing, not prohibited by law, and to have and exercise all powers conferred by the State of Alabama, on limited liability companies.

**FOUR**

Provisions for the regulation of the internal affairs of the corporation are: as set forth in the operating statement.

**FIVE**

The address of the initial registered office of the company is 5101 Cyrus Circle, Birmingham, AL 35242, and the name of its initial registered agent at such address is Jefferson T. Gann.

**SIX**

The number of initial members of the company is one, and the name and address of the person who is participating as the member of the company is:

| <u>NAME</u>       | <u>ADDRESS</u>                            |
|-------------------|-------------------------------------------|
| Jefferson T. Gann | 5101 Cyrus Circle<br>Birmingham, AL 35242 |

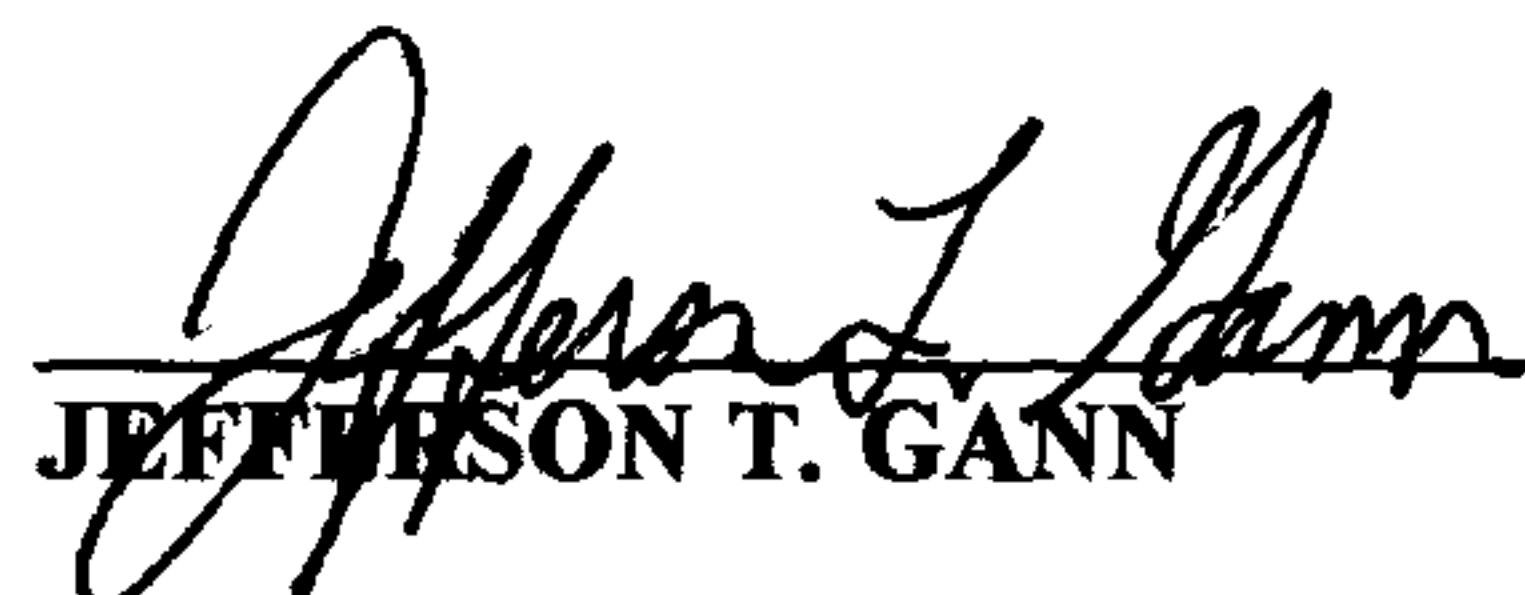
**SEVEN**

The manager of the company is:

| <u>NAME</u>                  | <u>ADDRESS</u>                            |
|------------------------------|-------------------------------------------|
| Jefferson T. <del>Gann</del> | 5101 Cyrus Circle<br>Birmingham, AL 35242 |

**LAST ITEM**

Dated: 11/12/02

  
JEFFERSON T. GANN

This Instrument Prepared By:

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