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**MailWorks! USA, LLC**

5454 NORTHWEST 52 AVENUE  
COCONUT CREEK, FLORIDA 33073

(954) 426-4621

April 30, 2001

Secretary of State  
State of Florida  
Corporations Filings Division  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-05/08/01--01022--001  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Articles of Organization of MailWorks! USA, LLC --

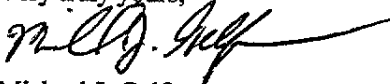
To Whom It May Concern:

Please find enclosed an original and copy of the Articles of Organization of MailWorks! USA, a Florida Limited Liability Company along with our money order in the amount of \$125.00 to cover the filing fees for the limited liability company.

Please forward the copy of the filed Articles of Organization to the attention of the undersigned at your earliest convenience.

I remain,

Very truly yours,



Michael J. Gelfano  
Managing Officer  
MailWorks! USA, LLC, a Florida Limited Liability Company  
MJG/sc  
Encl: Postal Money Order for \$125.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**

**OF**

**MailWorks! USA, LLC, A LIMITED LIABILITY COMPANY**

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the Florida Statute 608.407, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **MailWorks! USA, LLC.**, and its principal office shall be located at 5454 Northwest 52 Avenue, in the City of Coconut Creek, County of Broward, State of FL, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
PURPOSE AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, any and all business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which the limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, government or governmental subdivision, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop the property and commercial interest of the property and assist in any lawful enterprise in connection with or incidental to the representation or service, and to render any service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

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**ARTICLE III  
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV  
MANAGEMENT**

Management of the limited liability company is reserved to its members and the names and addresses of such managing members are:

Michael J. Gelfano

5454 Northwest 52 Avenue  
Coconut Creek, Florida 33073

Sharon Cauvin

5454 Northwest 52 Avenue  
Coconut Creek, Florida 33073

**ARTICLE V  
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI  
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$ 500.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for

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investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII  
PROFITS AND LOSSES**

(A) Profit Sharing: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being June 1.

(B) Losses: All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.



**ARTICLE VIII  
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND RESIDENT AGENT**

The address of the initial registered office of the limited liability is 5454 Northwest 52 Avenue, City of Coconut Creek, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is: Michael J. Gelfano.

IN WITNESS WHEREOF, the undersigned organizers have executed these Articles of Organization this 30 day of April, 2001.

  
MICHAEL J. GELFANO  
  
SHARON CAUVIN  
ORGANIZERS

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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA  
COUNTY OF BROWARD


Pursuant to the provisions Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MailWorks! USA, LLC.

The name of the registered agent for MailWorks! USA, LLC, a limited liability company, is Michael J. Gelfano and the street address of the company's principal office where the agent is located is 5454 Northwest 52 Avenue, Coconut Creek, Florida 33073.

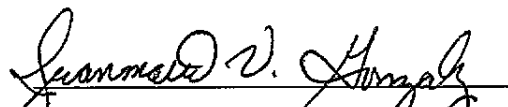
This statement is to acknowledge that, as indicated above, MailWorks! USA, LLC has appointed me, Michael J. Gelfano, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Dated: 4/30/01

  
Michael J Gelfano

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 30<sup>th</sup> of April, 2001 by Michael J. Gelfano, agent on behalf of MailWorks! USA, LLC, a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida at Large

 Jeanmarie V Gonzalez  
My Commission CC738155  
Expires June 9, 2002

My Commission Expires: 6/9/02