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CP CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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 95 SEP -9 PM 2:52
 DEPARTMENT OF STATE
 TALLAHASSEE, FL 32304

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 09/11/95 01006-014
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Global Mailbox Express LLC

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ARTICLES OF ORGANIZATION
OF
GLOBAL MAILBOX EXPRESS, LLC

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Global MailBox Express, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 4455 N.W. 73rd Avenue, Miami, Florida, 33166-6400.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall terminate not later than August 23, 2196, unless the company is earlier dissolved as provided for in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is CT Corporation, 1200 S. Pine Island Rd., Plantation, Florida 33324.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

The Members shall contribute additional capital to the Company in such amounts and at such times as Members holding Majority Interests shall determine that additional capital is required. All such capital calls shall be reasonable and reasonably related to the needs of the Company. The Members shall contribute such additional capital in proportion to their respective Percentage Interests.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the bankruptcy or dissolution of a member or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and address of the members of the Company are:

NAME	ADDRESS
Mail Boxes Etc. USA, Inc.	6060 Cornerstone Court West San Diego, CA 92121 Attention: Anthony W. DeSio
SkyBox Services Corporation	4405 N.W. 73rd Avenue Miami, Florida 33166-6400 Attention: Albert P. Hernandez

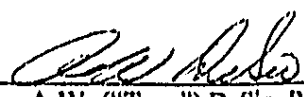
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida, on this 23rd day of August, 1996.

SKYBOX SERVICES CORPORATION

By: 
Albert Hernandez, President

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at San Diego, California, on thisday of August, 1996.

MAIL BOXES ETC. USA, INC.

By: 
A.W. ("Tony") DeSlo, President and
Chief Executive Officer

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Global MailBox Express, LLC, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$400,000.00.
3. The value of property other than cash contributed by members is of an indeterminate value, will not be counted as capital contributions and will not affect equity ownership, distribution of profits, or voting rights of the Members. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$400,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: August 29, 1996

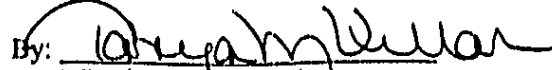
SKYBOX SERVICES CORPORATION

By: 
Albert Hernandez, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Global MailBox Express, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

CT CORPORATION

By: 
1200 S. Pine Island Road
Plantation, Florida 33324
(800) 888-9207

TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

FILED
96 SEP -9 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit "A"

CAPITAL CONTRIBUTIONS TO GLOBAL MAIL BOX EXPRESS, LLC

<u>Members</u>	<u>Capital Contributions</u>	<u>Member's Percentage Interest</u>
Mail Boxes Etc. USA, Inc. 6060 Cornerstone Court West San Diego, California 92121	\$204,000.00	51%
SkyBox Services Corporation 4405 N.W. 73rd Avenue Miami, Florida 33166-6400	\$196,000.00	49%

Additional Non-Capital Contributions to Global Mail Box Express, LLC

In addition to the cash contributed to the initial capitalization of the Company, the Members also contribute the following assets to the Company:

SkyBox Services Corporation

- a. Software and source codes currently being used by SkyBox Services Corporation for international mail and package forwarding;¹
- b. Operating systems and procedures for international mail and package forwarding;
- c. Potential tie-ins with existing SkyBox corporate marketing promotions such as American Express, various banks, catalog companies, etc.;
- d.¹ Shared use of the existing SkyBox hub in Miami, Florida; and
- e. Shared use of SkyNet hubs in Miami, New York and Los Angeles on a temporary basis, as needed, when the Company expands into those markets.

Mail Boxes Etc. USA, Inc.

¹ Any changes or enhancements to such software and any additional software needed will be paid for and owned by Company. Any upgrades to SkyBox or SkyNet software will be provided to Company at no additional cost.

- a. MBE will promote the Company's services to its Master Licensees, Area Franchisees, and Individual Franchise Owners worldwide by, among other things, designating Company as its preferred provider of international mail and package forwarding services; and
- b. The goodwill associated with access the MBE Network.

The Members agree that these additional non-capital contributions are of indeterminate value, will not be counted as capital contributions and will not affect equity ownership, distribution of profits, or voting rights of the Members. In addition, all tangible assets, above, brought to the Company will remain property of the Company upon withdrawal or termination of membership of any Member.

Any expenses incurred by the Members prior to the formation of the Company are the responsibility of the Members incurring such expenses and will not be reimbursed by any other Member or the Company; nor will such incurred expenses affect ownership interest, distribution of profits, or voting rights in the Company.