

L97000000980

NICHOLAS J. ZIMBARDI
c/o Anthony J. Giampapa, P.C.
1054 Clifton Avenue
Clifton, New Jersey 07013

August 18, 1997

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-08/20/97--01025--001
****293.75 ****293.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl. 32314

Re: Zynergy, L.C.

Gentlemen:

I enclose herewith original and two copies of Articles of Organization for Florida Limited Liability Company, which I ask be filed.

You will also find enclosed check in the amount of \$293.75 in payment of the filing fee for same. Kindly provide me with a filed copy of same in the envelope provided.

Very truly yours,

Nicholas J. Zimbardi
NICHOLAS J. ZIMBARDI

Enclosures

FILED
97 SEP -8 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conflict
AM 12534
789, 2557, 2544, 2552
2097-19353



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1997

JAMES ZIMBARDI
2800 COVE CAY DR., STE. 3D
CLEARWATER, FL 33760 US

The name ZYNERGY INC. has been reserved for 120 days beginning June 13, 1997. The reservation number is R97000002884 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Jason Merrick

Letter number: 797A00031973



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 21, 1997

NICHOLAS J ZOMBARDI
1054 CLIFTON AVE
CLIFTON, NJ 07013

SUBJECT: ZYNERGY, L.C.
Ref. Number: W97000019353

We have received your document for ZYNERGY, L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 897A00042282

September 2, 1997

James N. Zimbardi
2800 Cove Cay Dr. #3D
Clearwater, FL 33760
(813) 539-7384

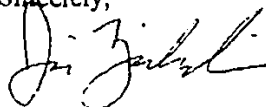
Beth Register
Corporate Specialist Supervisor
Department of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subject: Zynergy L.C.

Dear Beth Register,

I am writing this letter to indicate that I am aware of a company based in Ft. Lauderdale, Florida named Synergy Corp.. After our discussion, I contacted Russell Freeland the President of Synergy Corp.. Mr. Russell Freeland verbally gave me his consent to use the name Zynergy as my company name. Thank you for your time and consideration.

Sincerely,



James N. Zimbardi

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Chapter 608, Florida Statutes, the undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit. We further declare that the following Articles of Organization shall serve as the authority for the conduct of business of the Limited Liability Company.

ARTICLE I - NAME

The name of this Limited Liability Company shall be ZYNERGY, L.C.

ARTICLE II - DURATION

ZYNERGY, L.C. shall have a perpetual existence.

ARTICLE III - PURPOSE

ZYNERGY, L.C. is created for the specific purpose(s) of:

- A. Incorporating technology and a team of creative minds to form a synergistic bond that will produce innovative business solutions.
- B. Creating effective promotional campaigns that are within the limit of customers budgets.

ARTICLE IV - PRINCIPAL ADDRESS

The place of business of ZYNERGY, L.C. shall be:

2800 Cove Cay Drive, Suite 3D
Clearwater, Florida 33760

ARTICLE V- REGISTERED OFFICE ADDRESS

The names and addresses of the initial Registered Agent of ZYNERGY, L.C. shall be:

James Nicholas Zimbardi 2800 Cove Cay Drive, Suite 3D
Clearwater, Florida 33760

ARTICLE VI - CONTRIBUTIONS

The initial amount of contributions is \$ 100.00, which shall be contributed by the members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - MANAGEMENT

The name and addresses of the member(s)/manager(s) managing the affairs of ZYNERGY, L.C. shall be:

James Nicholas Zimbardi 2800 Cove Cay Drive, Suite 3D
Clearwater, Florida 33760

Nicholas James Zimbardi 109 Bow Street
Bayville, New Jersey 08721

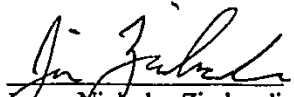
ARTICLE VIII - ADDITIONAL MEMBERS

ZYNERGY, L.C. may admit additional members from time to time as the existing managers may desire. Admission shall be by majority consent of the existing members.

ARTICLE IX - CONTINUITY UPON MEMBERSHIP REDUCTION.


ZYNERGY, L.C. may continue conducting business with the written unanimous consent of all remaining members, upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any existing member.

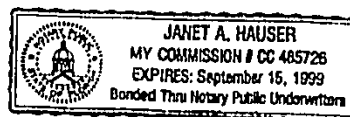
IN WITNESS WHEREOF, the parties hereto have executed these articles of organization this 17th day of July, 1997.


James Nicholas Zimbardi
2800 Cove Cay Drive, Suite 3D
Clearwater, Florida 33760

STATE OF FLORIDA
COUNTY OF Pinellas

SWORN TO AND SUBSCRIBED before me this 17th day of July, 1997, by JAMES NICHOLAS ZIMBARDI, who are personally known to me or who have produced _____ as identification and who did (did not) take an oath.

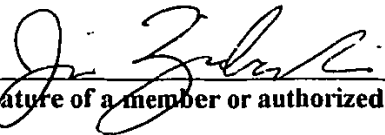

NOTARY PUBLIC, State of Florida
My Commission Expires:



AFFIDAVIT OF MEMBERSHIP

The undersigned member or authorized representative of a member of ZYNERGY, L.C. deposes and says:

1. the above named Limited Liability Company has at least two members
2. the total amount of cash contributed by the member(s) is \$ 100.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
A description of the property is attached and made a part hereto.
4. the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
5. the total amount of 2,3 and 4 is \$ 100.00



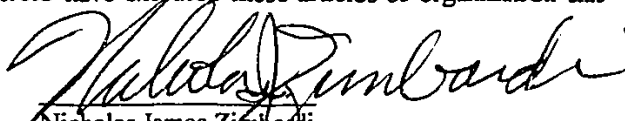
Signature of a member or authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

C:\Luis\corporate\ZYNERGY.aff

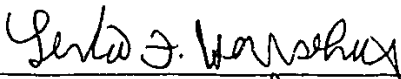
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STATE
SECRETARY OF FLORIDA
TALLAHASSEE

IN WITNESS WHEREOF, the parties hereto have executed these articles of organization this 18TH day of July, 1997.


Nicholas James Zimbardi
109 Bow Street
Bayville, New Jersey 08721

STATE OF N.J.
COUNTY OF OCEAN

SWORN TO AND SUBSCRIBED before me this 18 day of July, 1997, by NICHOLAS JAMES ZIMBARDI, who are personally known to me or who have produced _____ as identification and who did (~~did not~~) take an oath.


NOTARY PUBLIC, State of N.J.
My Commission Expires: MAY 4, 2000

CERTIFICATE OF REGISTERED AGENT/REGISTERED OFFICE

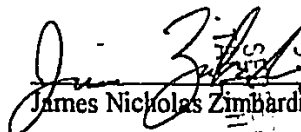
Pursuant to Section 608.407(d), Florida Statutes, the undersigned Registered Agent submits the following statement in designating Registered Office/Registered Agent, in the State of Florida:

1. The name of this Limited Liability Company shall be ZYNERGY, L.C.
2. The names and addresses of the initial Registered Agent of ZYNERGY, L.C. shall be:

James Nicholas Zimbardi 2800 Cove Cay Drive, Suite 3D
Clearwater, Florida 33760

Having been named as Registered Agent and to accept service of process for ZYNERGY, L.C. at the place designated in this certificate, I, Hereby accept the 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.

7/17/97
Date


James Nicholas Zimbardi

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RECEIVED
STATE
FLORIDA