

99000007572



ACCOUNT NO. : 072100000032
REFERENCE : 466768 80354B
AUTHORIZATION : *Patr Pizzi*
COST LIMIT : \$ 155.00

ORDER DATE : November 5, 1999
ORDER TIME : 9:54 AM
ORDER NO. : 466768-005
CUSTOMER NO: 80354B

CUSTOMER: Ms. Nikki Fowler
WINDERWEEDLE HAINES, P. A.
WINDERWEEDLE HAINES, P. A.
5th Floor
250 Park Avenue, South
Winter Park, FL 32789

000003036250--3

DOMESTIC FILING

NAME: ZEROCHAOS.COM, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

w99-25628
W/11/9

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 NOV -5 AM 11:46

FILED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 NOV -5 AM 10:44

RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 5, 1999

CSC
ATTN: ERIKA CARLSON

SUBJECT: ZEROCHAOS.COM, L.L.C.
Ref. Number: W99000025626

RECEIVED

... the original
... as file date.

We have received your document for ZEROCHAOS.COM, L.L.C. and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

If the Registered Agent is already filed here, please provide its document number, as we have been unable to find such a filing under this name.

Please return 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00053638

99 NOV -5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

997000027812

99 NOV -8 PM 3:11
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
ZeroChaos.com, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Member") acting as the organizer and the sole Member of ZeroChaos.com, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is ZeroChaos.com, L.L.C.

**ARTICLE II
PURPOSE AND POWERS**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial corporate office and initial registered office of this Company is 1411 Edgewater Drive, Suite 203, Orlando, Florida 32804, and the name of the initial registered agent of this Company at that address is Co-Advantage Resources, Inc., a Florida corporation.

**ARTICLE IV
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law. Upon the resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, unless the business of the Company is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

99-007-5 AM 11:46
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V
MANAGEMENT

The management and control of the Company and its business and affairs is reserved to the Members of the Company. The Member of the Company with exclusive authority to manage the business of the Company shall be:

Co-Advantage Resources, Inc.
1411 Edgewater Drive, Suite 203
Orlando, Florida 32804

(the "Managing Member"). Acting by unanimous consent, the Managing Member shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company. Any new Members admitted shall not become Managing Members without the unanimous written consent of all then existing Members of the Company.

ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the Company to continue the business on the resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member in the limited liability company shall be upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VIII
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

FILED
99 NOV -5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of the 4 day of November, 1999.

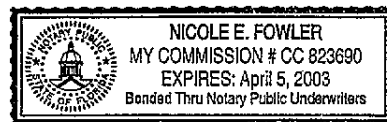
CO-ADVANTAGE RESOURCES, INC.

By: *Dayne Williams*
Dayne Williams, President

State of Florida
County of Orange

The foregoing instrument was acknowledged before me this 4 day of November, 1999, by Dayne Williams, as President of CO-ADVANTAGE RESOURCES, INC. a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced _____ as identification.

Nicole E Fowler
Notary Public
My Commission Expires:



99 NOV -5 AM 11:46
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 608, Fla. Stat. and accepts the appointment to serve as the initial Registered Agent of ZeroChaos.com, L.L.C.

CO-ADVANTAGE RESOURCES, INC.

By: 
Dayne Williams, President

S:\CO-ADVANTAGE\ZeroChaos\ARTIC.wpd

FILED
99 NOV -5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA