

L99000001406

RAMON CARRION, P.A.

Attorney at Law

American Immigration
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Trial Lawyers

Also licensed in New Jersey

Board Certified by The
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January 28, 1999

Florida Department of State
Division of Limited Liability Companies
P.O. Box 6327
Tallahassee, Florida 32314

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****346.25 ****346.25

RE: PRIME SITES USA, LLC.

Ladies and Gentlemen:

Enclosed please find original and one copy of the articles of organization of a Limited Liability Company for the above referenced limited liability company together with a check in the amount of \$346.25 for the requisite filing fee. Please send a Certified Copy of the Articles of Organization of Limited Liability Company to me showing the filing date your earliest opportunity.

Thanking you for your anticipated attention to this matter, I remain

Very truly yours,

Ramon Carrion
Ramon Carrion

RC/ne
Enclosures

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99 MAR 11 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 11, 1999

RAMON CARRION, ESQUIRE
28100 US 19 NORTH, SUITE 502
CLEARWATER, FL 33761

SUBJECT: PRIME SITES USA, LLC
Ref. Number: W99000003552

We have received your document for PRIME SITES USA, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because the entity you are forming is a limited liability company and not a corporation, you must delete any and all references that imply otherwise.

Limited liability companies do not have shareholders or issue shares of stock. Limited liability companies are, however, required to have at least one member. Please amend your document accordingly.,

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 399A00006230



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February 19, 1999

Brenda Tadlock
Sr. Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Prime Sites USA, LLC
Letter Number 399A00006230

Dear Ms. Tadlock:

Enclosed please find the revised Articles of Organization for PRIME SITES USA, LLC. ✓

If you have any questions, please feel free to call me directly, or my Paralegal, Ms. Amira Salama. ✓

Thank you for your consideration in this regard.

Very truly yours,

Ramon Carrion ✓
RC:as

Enclosure
Articles of Organization



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 1999

RAMON CARRION, ESQUIRE
28100 US 19 NORTH, SUITE 502
CLEARWATER, FL 33761

SUBJECT: PRIME SITES USA, LLC
Ref. Number: W99000003552

We have received your document for PRIME SITES USA, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 799A00008783



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March 4, 1999

Brenda Tadlock
Sr. Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: **PRIME SITES USA, L.C.**
Ref. Number: W99000003552

Dear Brenda,

Pursuant to your request, please find enclosed an original and copy of the revised Articles of Organization of a Limited Liability Company, an original copy of the revised Affidavit of Membership and Contributions and a revised Certificate of Designation of Registered Agent/Registered Office for the above referenced limited liability company, as well as a copy of your previous correspondence. If you have any further questions or require any additional information on this matter, please do not hesitate to contact me.

Thanking you for your anticipated attention to this matter, I remain

Very truly yours,


Ramon Carrion

RC/ne
Enclosures

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✓

ARTICLES OF ORGANIZATION

OF

**PRIME SITES USA,
L.C.**

ARTICLE I. NAME.

The name of this limited liability company is **PRIME SITES USA, L.C.** and the mailing and street address of this limited liability company's principal office is 28100 U.S. 19 North, Suite 502, Clearwater, Florida 33761.

ARTICLE II. DURATION.

The period of duration for this limited liability company is perpetual, beginning on the date these Articles of Organization are filed with the Florida Department of State.

ARTICLE III. PURPOSE.

This limited liability company is organized for the following purposes: the general purpose for which this limited liability company shall be organized shall include the transaction of any and all lawful business for which limited liability companies may be organized under Chapter 608, Florida Statutes.

ARTICLE IV. CAPITALIZATION.

The initial capital of the limited liability company will be five hundred dollars (\$500.00).

ARTICLE V. MANAGEMENT.

The management of this limited liability company shall be vested in its members in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The initial manager will serve until the first annual meeting of the members at which time the proportion of management will be adjusted, as necessary, to reflect the financial contributions of its members. The initial manager is identified as follows:

Carl Carlsson, whose address is 301 South Gulfview Boulevard, Clearwater Beach, FL 33767.

ARTICLE VI. REGISTERED AGENT AND OFFICE.

The name of the initial registered agent of this limited liability company in Florida is Ramon Carrion, P.A. The address of the limited liability company's registered office in Florida is 28100 U.S. 19 N., Suite 502, Clearwater, FL 33761.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. POWERS.

This limited liability company shall have all of the powers enumerated in the Florida General Limited Liability Company Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 8th day of March, 1999.


Carl Carlsson

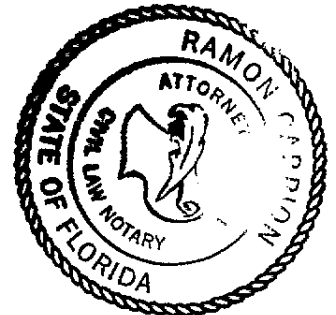
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CARL CARLSSON, who is personally known to me and known by me to be the person who executed the foregoing Articles of Organization of Limited Liability Company; and acknowledged before me that he executed these Articles of Organization of Limited Liability Company.

WITNESS my hand and official seal this 8th day of March, 1999.


Notary Public

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent in the state of Florida:

1. The name of the limited liability company is Prime Sites USA, L.C.
2. The name and address of the registered agent and office is: Ramon Carrion, P.A., 28100 U.S. 19 North, Suite 502, Clearwater, Florida 33761.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED LIMITED LIABILITY COMPANY 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.

March 8, 1999
Date


RAMON CARRION, P.A.
By: Ramon Carrion
As its: Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 MAR 11 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
of
LIMITED LIABILITY COMPANY

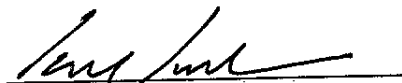
PRIME SITES USA, L.C.

The undersigned member of Prime Sites USA, L.C., Carl Carlsson, being of full age and duly sworn upon his oath and deposes and says the following:

1. The above named limited liability company has one member.
2. The total amount of cash contributed by the member is five hundred dollars (\$500.00).
3. The agreed value of property other than cash contributed by the member is zero dollars (\$0.00).
4. The total amount of cash or property anticipated to be contributed by the members is five hundred dollars (\$500.00). This total includes amounts from 2. and 3. above.

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

FURTHER AFFIANT SAYETH NOT


Carl Carlsson

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to (or affirmed) and subscribed before me this 8th day of March, 1999, by




Notary Public

Personally known ✓
or Produced Identification _____
Type of Identification Produced _____