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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

2m internet ventures, llc

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
2M INTERNET VENTURES, L.L.C.**

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 2M INTERNET VENTURES, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 9851 NW 43rd Terrace, Miami, Florida 33178.

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 2030 A.D., unless the company is earlier dissolved as provided 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 Bernardo Manrique at 9851 NW 43rd Terrace, Miami, Florida 33178.

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."

THIS INSTRUMENT PREPARED BY:
J. L. QUINTANA, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
338 MINORCA AVENUE
CORAL GABLES, FL. 33134
TELEPHONE (305) 446-8300
FLORIDA BAR #768987

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**PAGE TWO ARTICLES OF ORGANIZATION OF
2M INTERNET VENTURES, L.L.C.**

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company as required and in accordance with the regulations of the Company ("Operating Agreement").

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except in accordance with the Operating Agreement of the Company. A member may transfer his or her interest in the Company ("Membership Interest") only as permitted by and in accordance with the Operating Agreement of the Company. In the event of a transfer by a member of his or her Membership Interest in the Company, the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer in accordance with the Operating Agreement. All transfers (voluntary or involuntary) of Membership Interest shall be subject to the conditions and restrictions set forth in the Operating Agreement.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company signing these Articles is Bernardo Manrique at c/o 9851 NW 43rd Terrace, Miami, Florida 33178.

ARTICLE X - PROFITS AND LOSSES

Each member shall have an interest in the assets, gains, income, profits, and losses and deductions of the Company (inclusive of all distributions on liquidation) (the "Membership Interest") in the proportions and percentages set forth in the Operating Agreement, which interest shall be subject to the conditions and limitations set forth in the Operating Agreement.

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TALLAHASSEE
FLORIDA

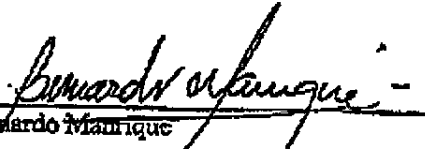
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**PAGE THREE ARTICLES OF ORGANIZATION OF
2M INTERNET VENTURES, L.L.C.**

ARTICLE XI- INDEMNIFICATION AND LIABILITY

The Company may, as determined by the manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization in Miami, Florida, on this 2 th day of June, 2000.

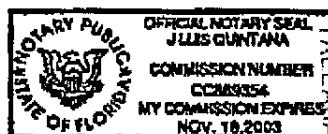

Bernardo Manrique

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Bernardo Manrique known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2 day of June, 2000.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

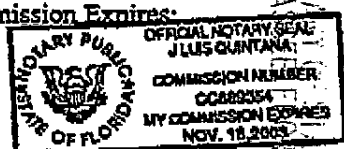
The undersigned, being the person named in the articles of organization of 2M INTERNET VENTURES LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts 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 accept the obligations of the position of registered agent.


 Bernardo Manrique / Registered Agent
 Registered Address:
 9851 NW 43rd Terrace
 Miami, Florida 33178

STATE OF FLORIDA)
)
 COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Bernardo Manrique known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2 day of June, 2000.


 NOTARY PUBLIC, State of Florida
 Printed Name of Notary Public
 My Commission Expires:
 OFFICIAL NOTARY SEAL
 JULIUS QUINTANA
 COMMISSION NUMBER
 00602354
 MY COMMISSION EXPIRES
 NOV. 18, 2003
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 TAMPAH FLORIDA

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