

# L00000003232

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

FILED  
00 MAR 22 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EARTHSEARCH.ORG.OF.FLORIDA.L.L.C.  
(Corporation Name) (Document #) L00-3232

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

Name OK  
Availability OK  
Document OK  
Examiner OK  
Fees OK  
Model OK  
Varyer OK  
Acknowledgment OK  
W. P. Vetter

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input type="checkbox"/>            | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

500003177615--1  
-03/21/00--01055--021  
\*\*\*\*150.00 \*\*\*\*150.00

RECEIVED  
00 MAR 21 AM 11:22  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

**Articles of Organization of EarthSearch.org of Florida, L.L.C.**

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 shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

**1. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Limited Liability Company shall be EarthSearch.org of Florida, L.L.C., and its principal office shall be located at 42 SW 34 Avenue, Miami, Florida, 33135, in the City of Miami, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. This is also the mailing address

**2. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for Limited Liability Companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transacted, shall be as follows:

- 2.1 To engage in any activity or business authorized under the Florida Statutes.
- 2.2 To engage in the business of an Internet Service Provider.
- 2.3 In general, to carry on any and all incidental business; to have an exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 2.4 To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- 2.5 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental

FILED

00 MAR 22 PM 12:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

- 2.6 To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property, and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit.

- 2.7 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability Company may not, under Florida laws, lawfully carry on, exercise, or do.

- 2.8 The members of the Limited Liability Company may not assign or otherwise transfer their interest in the Limited Liability Company in whole or in part without the written consent of the remaining members.

3. **EXERCISE OF POWERS**

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed as provided in the Regulations.

4. **MANAGEMENT**

This Limited Liability Company shall be managed as provided in the Regulations. name and address of the person who shall serve is as follows:

Roberto Di Campi, Chairman of the Board, and President  
Jesus H. Amado, Sr., C.P.A., Executive Vice President, and Comptroller

The Officers of the Company be, and they hereby are, authorized, empowered and directed to establish and maintain all records and books of account required by law or appropriate in connection with the business of the Company.

5. **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by vote or a majority of members consent as provided in the Regulations.

6. **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of FIFTY THOUSAND AND 00/100 (\$50,000.00) Dollars cash shall be paid to the Limited Liability Company. Additional contributions will be made as provided in the Regulations.

7. **PROFITS AND LOSSES**

7.1 Profit Sharing. The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remains after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to distributions as provided in the Regulations.

7.2 Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares or as provided in the Regulations except that the members shall be responsible for making up any negative capital balances contained in their account.

FILED  
00 MAR 22 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8. **DURATION**

This Limited Liability Company shall exist indefinitely or until dissolved in a manner provided by law, or as provided in the Regulations.

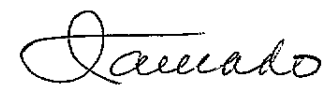
9. **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

This address of the initial registered office of the Limited Liability Company is 42 S.W. 34 Avenue, City of Miami, County of Miami-Dade, State of Florida, and the name of the company's initial registered agent at that address is Jesus H. Amado, Sr., C.P.A.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of EarthSearch.org of Florida, L.L.C.

Executed by the undersigned at 42 S.W. 34 Avenue, Miami, Florida, on the  
1st day of March, 2000.

  
Roberto Di Campli

  
Jesus H. Amado, Sr., C.P.A.

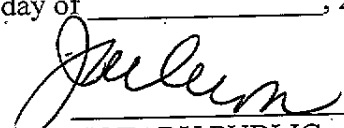
STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

Before me the undersigned authority personally appeared Roberto Di Campli and Jesus H. Amado, Sr., whom are to me well known to be the persons described in and who subscribed the foregoing Articles of Organization, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

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



  
NOTARY PUBLIC,  
State of Florida

My commission expires: