

L00000000 4594

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000009191 7)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN 22 PM 5:00

AL

## LIMITED LIABILITY AMENDMENT

GIEO, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$25.00

RECEIVED  
01 JAN 22 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6  
HO 1000009191

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF

GIEO, LLC

(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The date of filing of the articles of organization was April 20, 2000.

**SECOND:** The following amendment(s) of the articles of organization was/were adopted by the limited liability company:

**ARTICLE II- Address**

The mailing address and street address of the principal office of the Limited Liability Company is:  
10800 Biscayne Blvd. Suite 580  
Miami, FL 33161

**ARTICLE III- Duration**

This limited liability company shall exist until the date 30 years from the date of filing these Articles of Organization with the Department of State, or until dissolved in a manner provided by the law, or as provided in the regulations adopted by the members.

**ARTICLE IV- Management**

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the names, and address(es) of the managing members are;

GLOBAL EDUCATION ONLINE, LTD.; BVI, MGRM  
10800 Biscayne Blvd. Suite 580  
Miami, FL 33161

HO 1000009191

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN 22 PM 5:00

HO 1000009191

SPINIDEA LLC, a Texas LLC, MGRM  
1026 Trapper Hill Drive  
Huston, TX 77077

VUC LLC, a Florida LLC, MGRM  
10800 Biscayne Blvd. Suite 580  
Miami, FL 33161

VEFA LLC, a Florida LLC, MGRM  
10800 Biscayne Blvd. Suite 580  
Miami, FL 33161

FILED  
STATE  
CORPORATIONS  
DIVISION  
JAN 22 PM 5:00

#### ARTICLE VII- Purposes and Powers

The general Nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the limited liability company shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To carry on and engage in all manner of internet business.
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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any or such contracts.
6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any person or corporations, and perform any service under contract or

HO 1000009191

HO 1000009 19 1

otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any or the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidentals or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
8. 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 interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing 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 the laws of the State Florida, lawfully carry on, exercise, or do.

01 JAN 22 PM 5:00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

#### ARTICLE VIII-Capital Contributions

Initial capital contributions in the amount of \$350,000 cash and \$4,950,000 in non-cash and know how expertise in the education and internet business, shall be paid to the limited liability company by the four members in proportion to their membership interests. Additional contributions will be made as required for investment purposes, as determined by a consent of the majority of the members. Members will make contributions in proportion to their membership interests.

#### ARTICLE IX-Profits and Losses

a. Sharing Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Members shall be entitled to a distributive share of the profits in

HO 1000009 19 1

EMPIRE CORPORATE KIT

JAN-22-2001 10:59

P.04/05

HO 1000009191

Continuation... (ARTICLE IX-Profits and Losses)

proportion to their membership interests. The distributive share of the profits shall be determined and, by majority consent of the members, paid to the members on such date or dates as the members, shall specify.

b. 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.

**Dated: January 2, 2001**

\_\_\_\_\_  
Signature of a member or authorized representative of a member

\_\_\_\_\_  
Typed or printed name

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN 22 PM 5:00

HO 1000009191