

MAY-20-2008 13:39
Division of Corporations

EMPIRE CORPORATE KIT

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Florida Department of State
Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

PURCHASEDIRECTNOW.COM, L.L.C

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**ARTICLES OF ORGANIZATION OF
PurchaseDirectNow.com, L.L.C.**

The undersigned hereby subscribe these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**I.
NAME**

The name of the Limited Liability Company is PurchaseDirectNow.com, L.L.C. (the "Company")

**II.
TERM OF EXISTENCE**

The Company is to exist for a term commencing on the date these Articles of Organization are filed with the Secretary of State of Florida and ending on December 31, 2050 unless sooner dissolved in accordance with the laws of the State of Florida.

**III.
NATURE OF BUSINESS**

The Company is being formed to conduct any and all business activities permitted by the Florida Limited Liability Company Act, for a limited liability company.

**IV.
PRINCIPAL OFFICE**

The mailing and street address of this Company's principal office shall be Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133.

Prepared By:
Juan T. O'Naghten
Fla. Bar No: 305774
Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

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v.

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this Company shall be Juan T. O'Naghten, whose business address is Suite 200, Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133, which shall be the registered office of this Limited Liability Company.

VI.**ADDITIONAL MEMBERS**

Additional members of this Company shall be admitted upon such terms and conditions as are provided in the Regulations.

VII.**CONTINUATION OF BUSINESS**

The members of this Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

VIII.**MANAGEMENT BY BOARD OF MANAGERS**

This Company shall be managed by a board of managers, who shall be appointed as provided in the Regulations. The initial members of the Board of Managers and their addresses, who shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify are as follows:

Stephen J. Kneapler
Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

Manuel A. Diaz
Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

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Vincent J. Mazzei
Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

Ralph Velocci
Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

Don Long
Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

**IX.
REGULATIONS**

The affairs of this Company shall be governed by its Regulations to the extent they are not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal Regulations shall be vested in the members of this Company. Any amendment to the Regulations must be by a unanimous vote of the members of the Company.



Stephen J. Kneapler

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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
PURCHASEDIRECTNOW.COM, L.L.C.**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date:



Juan T. O'Naghten

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