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FILING FEES:
\$100.00 FILING FEE FOR ARTICLES OF ORGANIZAION
\$25.00 DESIGNATION OF REGISTERED AGENT
\$30.00 CERTIFIED COPY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

REPINE DESIGN, LLC

The undersigned members, for the purpose of forming a limited liability company under Chapter 608 of the *Florida Statutes*, as amended (the "Act"), hereby file the following Articles of Organization with the Department of State and affirm that the facts stated in these Articles of Organization are true and correct.

SECTION 1. NAME OF COMPANY

The name of the limited liability company is Repine Design, LLC (the "Company").

SECTION 2. PURPOSES

The purposes for which the Company is organized are as follows:

SECTION 2.1 To engage in the business of providing computer related services, including, but not limited to, internet web page design and computer repair, and to do all things and engage in all activities necessary, convenient, customary, advisable, or expedient in connection therewith, or incidental thereto, in order to make a profit for the benefit of the Company.

SECTION 2.2 To guarantee, act as surety for, endorse, or act as accommodation maker for any debts of one or more of the members or managers (if any) of the Company; subsidiaries of the Company (regardless of the percentage of ownership interest of the Company in such subsidiary and regardless of the form of organization, e.g., corporation, partnership, limited partnership, limited liability company, etc., referred to herein collectively as "Business Organizations"); Business Organizations any portion of whose ownership interests are owned by members or managers of the Company; and any other persons, regardless of the presence or adequacy of the consideration to be received by the Company for so doing or the presence or adequacy of any direct or indirect benefit to the Company. "Debts" as referenced in this SECTION 2.2 shall

include liquidated and unliquidated amounts, amounts arising *ex contractu* and *ex delicto*, and amounts fixed or contingent, and matured or unmatured, whether new, pre-existing, renewed, or extended, regardless of the terms thereof.

SECTION 2.3 To exercise all other powers and do all things that a limited liability company organized and existing under the Act may do, and to engage in all activities that may now or hereafter be necessary, appropriate, convenient, or helpful to any of the foregoing.

SECTION 3. INITIAL PRINCIPAL OFFICE

The location and mailing address of the principal office of the Company shall be 4046 Glenway Drive, Pensacola, FL 32526.

SECTION 4. INITIAL REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS

The location and mailing address of the initial registered office of the Company shall be 4046 Glenway Drive, Pensacola, FL 32526. The name of the initial registered agent for service of process at the foregoing address shall be Kenneth Michael Repine.

SECTION 5. INITIAL MEMBERS

The name and mailing address of the initial members of the Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Kenneth Michael Repine	4046 Glenway Drive Pensacola, Florida 32526
Kenneth Leroy Repine	7190 Highway 95-A North Molino, Florida 32577

Subject to the requirements of the Act, the membership interests shall be divided into such classes and shall have such relative rights, powers, and duties as are provided in the Operating Agreement of the Company, as in effect from time to time (the "Operating Agreement").

SECTION 6. ADDITIONAL MEMBERS

Additional members may be admitted only upon the unanimous written consent of the then existing members, as further provided in the Operating Agreement.

Important Notice: Transfers of membership interests in the Company may be subject to certain restrictions set forth in the Operating Agreement.

SECTION 7. DISSOLUTION OF THE COMPANY

The Company shall not be dissolved by the cessation of membership of one or more of its members, and shall otherwise be dissolved as provided in the Operating Agreement or by the Act.

SECTION 8. MANAGEMENT

The Company shall be managed by its members, subject to the terms and conditions of the Company's Operating Agreement.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this the ____ day of May, 2000.

Kenneth Michael Repine

Kenneth Michael Repine

Kenneth Leroy Repine

Kenneth Leroy Repine

Having been named as registered agent and to accept service of process for the Company at the place designated in these Articles of Organization, 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 as provided for in Chapter 608 of the *Florida Statutes*.

Kenneth Michael Repine

Kenneth Michael Repine