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THE  
FEDERAL  
BUREAU OF  
INVESTIGATION  
OF  
THE  
DEPARTMENT OF JUSTICE

LOO-8430

7-18

*[Handwritten signature]*



W. P. V. **Business Help**

W. P. Vetter



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 17, 2000

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: INGRAM MARKETING ASSOCIATES LLC  
REF: W00000017870

FILED  
00 JUL 18 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H00000037330  
Letter Number: 000A00039128

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H00000037330

## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:

Ingram Marketing Associates LLC

### Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

### Article III. Address

The mailing address and the street address of the principal office of the Company

Ingram Marketing Associates LLC

941 Fourth Street #200M

Miami Beach FL 33139

### Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Corporate Creations Network Inc.

941 Fourth Street #200

Miami Beach FL 33139

### Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Registered Agents Ltd.

1220 North Market Street, Suite 606

Wilmington DE 19801

800-441-5940

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TALLAHASSEE, FLORIDA

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of a majority of the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The Company will be manager-managed. The name and address of each manager is:

BALMORAL MANAGEMENT LLC  
400 7th Street NW Washington DC 20004

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Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Registered Agents Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
800-441-5940

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**Article X. Company Existence**

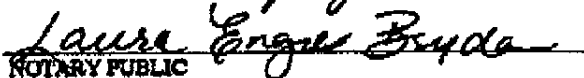
The Company's existence shall begin effective as of July 14, 2000.

  
AUTHORIZED REPRESENTATIVE OF A MEMBER:

Janet M. Caruccio

Date: July 17, 2000

SWORN TO AND SUBSCRIBED before me, a notary public for the State of Delaware,  
this 17<sup>th</sup> day of July, 20 00.

  
NOTARY PUBLIC

LAURA ENGELS BRYDA  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires April 28, 2002

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00 JUL 18 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Registered Agents Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
800-441-5840

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:**

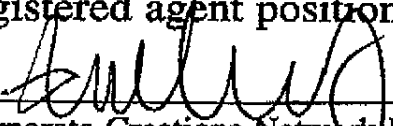
Ingram Marketing Associates LLC

**REGISTERED AGENT/OFFICE:**

Corporate Creations Network Inc.  
941 Fourth Street #200  
Miami Beach FL 33139


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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


  
\_\_\_\_\_  
Corporate Creations Network Inc.  
Luis A. Uriarte, President

Date: July 17, 2000

**SWORN TO AND SUBSCRIBED** before me, a notary public for the State of Florida,  
this 17 day of July, 20 00.

  
\_\_\_\_\_  
NOTARY PUBLIC

Registered Agents Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
800-441-5940

 Maria Naya  
My Commission CG760315  
Expires June 11, 2002

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