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**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

MJH

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

-08/25/00--01021--012

\*\*\*\*155.00 \*\*\*\*155.00

1. VISION ONLINE, L.L.C.

(Corporation Name)

(Document #)

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

(Document #)

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

(Document #)

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(Corporation Name)

(Document #)



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Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" 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               |

00 AUG 25 AM 11:41

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 25 AM 10:19

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF**

**VISION ONLINE, L.L.C.**

The undersigned hereby subscribes to these Articles of Organization for a Limited Liability Company under the Laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company is:

**VISION ONLINE, L.L.C.**

**ARTICLE II**

The mailing address of the principal office of this limited liability company shall be 11273 N.Kendall Dr.# 116J.Miami,Fl. and such other place or places as the members from time to time may determine.

The name and address of the initial registered agent is:

**KARINA B. ESTEVA-NOLASCO  
11273 N.Kendall Dr. # 116-J  
Miami, Florida. 33176**

**ARTICLE III**

The period of duration for the limited liability company shall be perpetual unless Sooner dissolved in accordance with the laws of the State Of Florida. The date of existence shall begin upon the filing of these Articles of Organization and upon acceptance by the Secretary of State. This limited liability company may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida. Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of its objects, to make and perform contracts of any kind and description and to do any and all other acts, and to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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#### ARTICLE IV

The limited liability company shall be managed by the members with voting power prorata to their interest. The rights and duties of the members shall be set forth in the regulations of this limited liability company which are incorporated herein by reference. The names and addresses of the initial members of this limited liability company are:

CARLOS R. ESTEVA  
KARINA B. ESTEVA-NOLASCO  
11273 N. Kendall Dr. # 116-J  
Miami, Fl. 33176

The name and address of the managing member is:

KARINA B. ESTEVA-NOLASCO  
11273 N. Kendall Dr. # 116-J  
Miami, Fl. 33176

#### ARTICLE V

In the event of withdrawal, retirement, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

#### ARTICLE VI

The members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company which shall be consistent with the law or the articles.

#### ARTICLE VII

A member's interest in this limited liability company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member.

## ARTICLE VIII

These articles may be amended at any time by the unanimous consent of the members as deemed appropriate to facilitate the accomplishment of the purpose of the limited liability company, and the amendment shall be executed and duly filed with the Florida Department of State.

David E. Xelos

Signature of a member or/and authorized  
representative of a member.

8/23/00

Date

Robert E. Xelos

Signature of a member or/and authorized  
representative of a member

08-23-00

Date

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUAT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATION TO REGISTERED OFFICE/  
REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is:

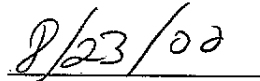
VISION ONLINE, L.L.C.

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

KARINA B. ESTEVA-NOLASCO  
11273 N.Kendall Dr. # 116-J  
Miami, Florida 33176

Having been named as registered agent and to accept service of process for the above  
stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my  
duties, and I am familiar with and accept the obligation of my position as registered  
agent.

  
Signature of Registered Agent

  
Date