

Florida Department of State
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LIMITED LIABILITY COMPANY

NETLEASE - USA HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
NETLEASE - USA HOLDINGS, LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I
NAME**

The name of the Company is **NETLEASE - USA HOLDINGS, LLC.**

**ARTICLE II
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations or the Act.

**ARTICLE III
ADDRESS**

The street address of the principal office of the Company is **3537 Emerald Oaks Drive, Hollywood, Fl 33021** and the mailing address is **P.O. Box 816999, Hollywood, Florida 33081-6999.**

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is **3537 Emerald Oaks Drive, Hollywood, Fl 33021**, and the name of the initial registered agent of the Company at that address is **Jerome Feldman.**

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This instrument prepared by:

William D. Rohrer, Esq.

Fla. Bar No. 978965

KATZ, BARRON, SQUITERO & FAUST

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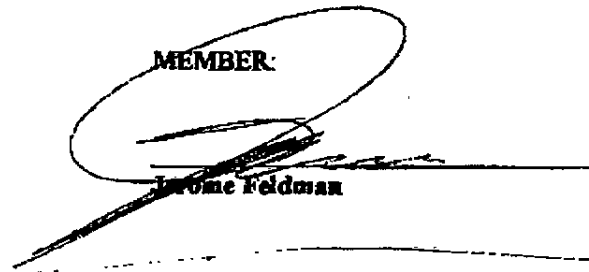
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ARTICLE V
MANAGEMENT OF COMPANY

Management of the Company shall be vested in a manager and is, therefore, a manager-managed company.

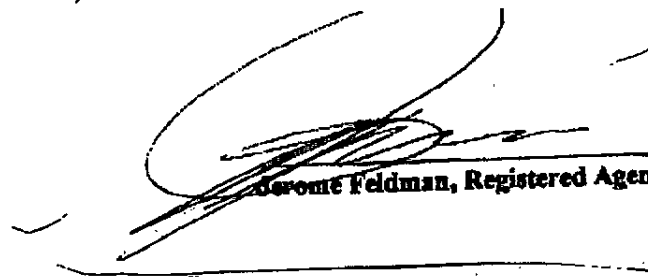
IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal this 25th day of September, 2000.

MEMBER:

Jerome Feldman

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 25th day of September, 2000.


Jerome Feldman, Registered Agent

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