

00000000/1882

Peggy A. Rutherford, CFO
XenoPlace.com, LLC
4203 Cartnal Avenue
Tampa, FL. 33624
Tel. 813-963-0201
April 5, 2000

LLC Filing Office
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314
Tel. 850-487-6051

00789-01117-00671

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***125.00 ***125.00

W-10339

I enclose an original of the proposed Articles of Organization of XenoPlace.com, LLC, a proposed domestic limited liability company. Please file the Articles of Organization and return a file-stamped copy of the original Articles of other receipt, acknowledgment of proof of filing to me at the address above.

A money order in the amount of \$125.00 made payable to your office, for total filing and processing fees is enclosed.

Sincerely,

MJH

Peggy A. Rutherford

Peggy A. Rutherford, Organizer

Enclosures: Articles of Organization
Check

Called 4/18/00/busy
(tried several times) mff

used

Okay to file per Brenda T. 9/29/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 29 PM 4:39



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 2000

PEGGY A. RUTHERFORD
4203 CARTNAL AVENUE
TAMPA, FL 33624

SUBJECT: XENOPLACE.COM, LLC
Ref. Number: W00000010339

We have received your document for XENOPLACE.COM, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 300A00021471



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 27, 2000

PEGGY A. RUTHERFORD
4203 CARTNAL AVENUE
TAMPA, FL 33624

SUBJECT: XENOPLACE.COM, LLC
Ref. Number: W00000010339

We have received your document for XENOPLACE.COM, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

After several attempts to contact you with no success, I am writing this letter to inform you of corrections that need to be made to your document before it can be processed by this office. Please accept my apology for failing to mention this in my previous letter, but a Limited Liability company does not have OFFICERS, it only has members or managers, therefore, you must remove the word "officer" and replace it with the appropriate title, "member" or "manager" throughout the document, also, the Articles of Organization must be signed by a member or an authorized representative, the signature of the "ORGANIZER" is not acceptable, therefore, you must change the titles of the persons signing to "member" or "authorized representative".

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 300A00021471

Peggy A. Rutherford
4203 Cartnal Avenue
Tampa, Fl. 33624
(813) 963-0201 (home)
(813) 969-1995 (office)
September 25, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Attention: Michelle Hodges, Document Specialist
Re: Letter Number 300A00021471

Dear Ms. Hodges,

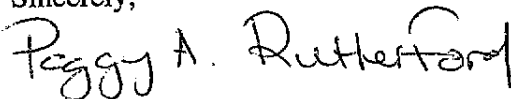
I certainly hope that this is the last time that I am going to hear from you regarding our three attempts at filing these Articles of Organization for XenoPlace.com. You have caused us an inordinate amount of delay through your ineptitude.

If there is anything incorrect about these Articles, you may call me at my office number, which is given above and we will discuss those corrections on the phone. Your supposed "several attempts to contact you with no success" actually amounted to one message left on my answering machine which did not give me any information about the needed changes.

Any further correspondence will be directed to Katherine Harris, Secretary of State.

Our Articles of Organization, revised for the third time, are enclosed. I expect that you will expedite this document with haste.

Sincerely,

A handwritten signature in cursive script that reads "Peggy A. Rutherford". The signature is written in dark ink and is positioned below the word "Sincerely,".

Peggy A. Rutherford

P.S. The other person signing this document is frequently in the U.K. and so there has been a delay each time I have had to make corrections. He is only here for a few more days so you had better call immediately if there is any problem !!

P.P.S. This letter and document has been previously sent to you on September 11, 2000.
I don't know why you didn't get it when you have received all of our other
correspondence.

**Articles of Organization
of**

XenoPlace.com, LLC

The undersigned natural person(s), of the age of eighteen years or more, acting as managers of a limited liability company under the State of Florida Limited Liability Company Act, adopt(s) the following Articles of Organization for such limited liability company.

Article 1. Name of Limited Liability Company. The name of this limited liability company is XenoPlace.com, LLC.

Article 2. Registered Office and Registered Agent. The initial registered office of this limited liability company and the name of its initial registered agent at this address are:

Peggy A. Rutherford, CFO, 4203 Cartnal Avenue
Tampa, Florida 33624

Article 3. Statement of Purposes. The purposes for which this limited liability company is organized are:

The development and implementation of an ecommerce internet catalog. The service will link individual web sites via the community catalog and facilitate vendor transactions to internet shoppers.

Article 4. Management and Names and Addresses of Initial Managers. The management of this limited liability company is reserved to the Managers. The names and addresses of its initial Managers are:

Rick Myers, CEO, 7207 N. Taliaferro, Tampa, Fl. 33604
Peggy Rutherford, CFO, 4203 Cartnal Avenue, Tampa, Fl.
33624 Tel. 813-963-0201

Article 5. Mailing Address and Principal Place of Business of the Limited Liability Company. The mailing address and principal place of business of the limited liability company shall be: 4203 Cartnal Avenue, Tampa, Fl. 33624

Article 6. Period of Duration of the Limited Liability Company. The period of duration of the limited liability company shall be: Perpetual

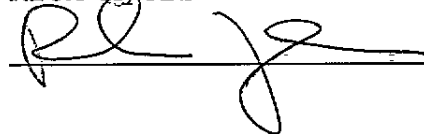
In Witness Whereof, the undersigned organizer(s) of this limited liability company has(have) signed these Articles of Organization on the date indicated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 29 PM 4:40

Date: September 25, 2000

Signature(s):

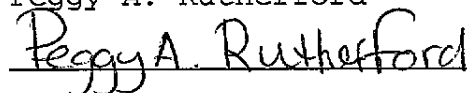
Rick Myers



Member

Typed or Printed Name

Peggy A. Rutherford



Member

Typed or Printed Name

Member

Typed or Printed Name

Member

Typed or Printed Name

Member

Typed or Printed Name