

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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By The Pros L.L.C.

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File Cert
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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 100 OCT 20 AM 10:41
 DIVISION OF CORPORATION
 01 OCT 20 AM 11:16

Signature _____

Requested by: CD
Name CD Date 10-20-00 Time 11:30

Walk-In _____ Will Pick Up _____

JP
10-20-00

ARTICLES OF ORGANIZATION
OF
ByThePros L.L.C.

I, the undersigned subscriber to these Articles of Organization, being a natural person competent to contract, hereby subscribe to and form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I - Name:

The name of the Limited Liability Company shall be **ByThePros L.L.C.**

ARTICLE II - Address:

The principal place of business and mailing address of this company shall be 115 South Willow Avenue, Tampa, Florida 33606. The members from time to time may designate such other address and place for the principal office of the Limited Liability Company as they deem appropriate.

ARTICLE III - Business Permitted:

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - Duration:

The period of duration for the Limited liability Company shall be perpetual.

ARTICLE V - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Michael Barger
1423 Twin Trails Ct.
Fenton, MO 63026

Charles Spero
1 Columbus Place #S-33F
New York, NY 10019

Manish Patel
327 E. 34th Street #5A
New York, NY 10016

ARTICLE VI - Admission of Additional Members:

Members of the Limited Liability Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contributions by new members at the time the new members are admitted.

APPROVED
BY
SEP 29 2000 4:15 PM
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ARTICLE VII - Members Right to Continue Business:

The remaining members of the Limited Liability Company may have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the Limited Liability Company. The Business may be continued only on unanimous written consent of the remaining members.

ARTICLE VIII - Effective Date:

The effective date of this Limited Liability Company shall be the date of the filing of the Articles of Organization.

IN WITNESS WHEREOF, I hereto set my hand and seal and acknowledge and file the foregoing Articles of Organization of **By The Pros L.L.C.**, under the laws of the State of Florida, this 29th day of September, 2000.



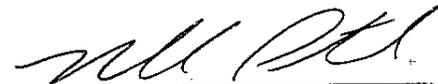
MANISH PATEL, Member

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

BEFORE ME, personally appeared, MANISH PATEL, Initial Subscriber, to me known to be the individual described in and who executed the foregoing Articles of Organization, and Acknowledged that he executed the same for the purpose expressed therein.

SWORN TO AND SUBSCRIBED before me this 29th day of September 2000.

 Niles Patel
My Commission CC809047
Expires February 14, 2003



NOTARY PUBLIC
State of Florida

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH
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NOTARY PUBLIC

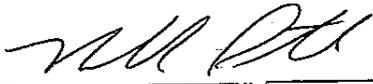
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **ByThePros L.L.C.**
2. The name and address of the registered agent and office is:

Nilesh M. Patel
115 South Willow Avenue
Tampa, Florida 33606

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 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.


Signature

09/29/00
Date

813 258 1026
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LAW OFFICES