

## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

LeapTOP USA, LLC

Certificate of Status	0
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**Transmittal Cover Sheet**

**TO** Division of Corporation  
**Company**  
**Fax Number** 850-922-4003  
**Phone Number**  
**FROM** Randolph H. Fields  
**File Number** 45647.010000  
**Comments**

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**Date** October 23, 2000  
**Time** 4:49 pm  
**No. Pages** Including this cover sheet - 5 -

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111 North Orange Avenue, Suite 2050, Orlando, Florida 32801 407-420-1000 Fax 407-420-5909

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**STATE OF FLORIDA  
ARTICLES OF ORGANIZATION  
OF  
LEAPTOP USA, LLC**

These Articles of Organization of LeapTOP USA, LLC, a Florida limited liability company ( the "Company"), dated as of the 23<sup>rd</sup> day of October, 2000, are being duly executed and filed by Randolph H. Fields, the organizer, authorized to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of Florida Statutes) (the "Florida Act").

- FIRST:** The name of the limited liability company is LeapTOP USA, LLC.
- SECOND:** The nature of the business to be transacted and the purposes to be promoted or carried out by the Company, is to engage in any lawful act or activity for which limited liability companies may be formed under the Florida Act, and by such statement all lawful acts and activities shall be within the purposes of the Company's business as permitted under the Florida Act.
- THIRD:** The Company is to be managed by managers (the "Manager") as appointed by the Members from time to time. The name and address of the initial Manager, who shall serve until the first annual meeting of the Members or until their successors are elected and qualified are: Randolph H. Fields, c/o 111 North Orange Avenue, 20<sup>th</sup> Floor, Orlando, Florida 32801.
- FOURTH:** The duration of the Company shall be perpetual, and shall begin on the date first set forth above, unless sooner dissolved in accordance with the Company's regulations and/or Florida law.
- FIFTH:** The principal address and mailing address of the Company is c/o 111 North Orange Avenue, 20<sup>th</sup> Floor, Orlando, Florida 32801.
- SIXTH:** The Members of the Company may admit additional Members upon the requisite consent of the Members, in accordance with the LeapTOP USA, LLC Operating Agreement (the "Operating Agreement").
- SEVENTH:** The remaining Members, if any, pursuant to the terms of the Operating Agreement or applicable law, may elect to continue the Company's business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company.

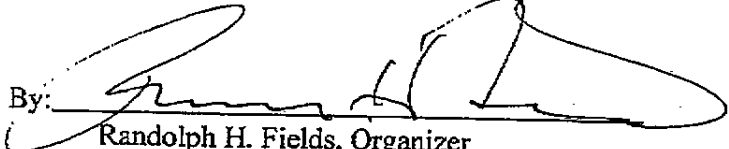
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**EIGHTH:** The Registered Agent and Registered Office for service of process is as follows:

**Name:** Randolph H. Fields  
**Address:** 111 North Orange Avenue  
20<sup>th</sup> Floor  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.

By:   
Randolph H. Fields, Organizer

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

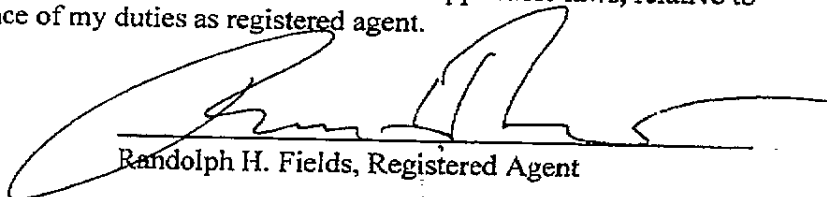
Pursuant to Section 48.091 and Section 608.415 of the Florida Statutes, the following is submitted:

That **LeapTOP USA, LLC** (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida with its registered office, as indicated in the Articles of Organization filed even date herewith, at 111 North Orange Avenue, 20<sup>th</sup> Floor, Orlando, Florida 32801, as its agent to accept service within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Company named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act and all other applicable laws, relative to the proper and complete performance of my duties as registered agent.

Date: October 23, 2000

  
Randolph H. Fields, Registered Agent

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