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* CERTIFIED BY FLORIDA BAR
WILLS, TRUSTS AND ESTATES AND
FELLOW, AMERICAN COLLEGE OF
TRUST AND ESTATE COUNSEL

December 7, 2000

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Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: EBIZ ENTERPRISES LLC

Gentlemen:

I am enclosing the following documents relating to the establishment of EBIZ ENTERPRISES LLC, a Florida limited liability company:

1. Articles of Organization of EBIZ ENTERPRISES LLC.
3. Check in the amount of \$125.00 representing the \$100 filing fee for the Articles of Organization and the \$25 filing fee for the Registered Agent Designation.

Please call me if you have any questions or need any additional information. Otherwise, please return to us the documentation indicating that EBIZ ENTERPRISES LLC has been established as a Florida limited liability company.

Very truly yours,

James A. Ballerano, Jr.

JAB/bhs
Enclosures

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L-15522

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF ORGANIZATION

OF

EBIZ ENTERPRISES LLC

A Limited Liability Company

ARTICLE I

Name

The name of this Limited Liability Company shall be EBIZ ENTERPRISES LLC.

ARTICLE II

Purpose

The primary purposes of the LLC shall be and the LLC shall have power to engage in the development, acquisition, ownership, financing, education, training, marketing or otherwise of e-commerce, e-business, world wide web and Internet products, services and opportunities, all related activities and for all other purposes (except as a professional service provider) as authorized by Chapter 608 of the Florida Statutes.

ARTICLE III

Principal Office

The principal office of the limited liability company is: 21083 Sweetwater Lane North, Boca Raton, Florida 33428.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Registered Office and Agent

The name and address of the registered agent of the LLC is: James A. Ballerano, Jr. , 21083 Sweetwater Lane North, Boca Raton, Florida 33428.

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



JAMES A. BALLERANO, JR.

ARTICLE V

Management

The LLC is a manager-managed company and will be managed by JAMES A. BALLERANO, JR. for so long as he is willing and able to render management services. In the event, for any reason, he ceases to act as manager then HELEN C. BALLERANO will be the manager for so long as she is willing and able to render management services.

Such designated managers may be replaced only by unanimous vote of all members. In the event neither named manager is willing and able to serve then the members shall select a manager,

by unanimous vote, or in the alternative, management will be rendered by act of a majority of the members (by number and not by percentage of ownership).

So long as management is provided by a manager designated herein, title to real estate owned by the LLC, or interest therein, may be only transferred by the manager of the LLC, for any purpose, except for distribution at termination of the LLC.

ARTICLE VI

Restriction on Assignability of Interests

No member's interest or part thereof may be assigned in whole or in part without the written consent of all members and in no event shall an assignee of a member's interest or part thereof become a member of the company or be entitled to participate in the company in any way without the written consent of all members. Gifts or other transfers of interests from the initial member to persons related to him within two degrees of consanguinity and shall not be considered as "assignments" and shall not be prohibited under this article.

ARTICLE VII

Dissolution

The LLC will have perpetual existence. It may be dissolved at an earlier time upon the entry of a decree of judicial dissolution by a court of competent jurisdiction.

The LLC will not dissolve upon the death of a member, the bankruptcy of a member or upon the court declared incompetency of a member, unless all other members, joined by the personal representative of the deceased or incompetent member, shall consent to dissolution in writing.

ARTICLE VIII

Operating Agreement

Members of the LLC will enter into an operating agreement, to be maintained at the registered office, and may amend such agreement from time to time as they deem appropriate.

Executed and dated this 7 day of December, 2000.

EBIZ ENTERPRISES, LLC

By: _____

James A. Ballerano, Jr.
Member and Manager

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this day, personally appeared before me, **James A. Ballerano, Jr.** as Member and Manager of EBIZ ENTERPRISES LLC, being well known to me to be the person whose name is subscribed to the within instrument and acknowledged that he had executed the same for the purposes therein contained.

WITNESS my hand and official seal this 7 day of December, 2000.

Victoria Lamb
NOTARY PUBLIC

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