

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

L010000006854

CONTACT: CINDY HICKS

DATE: 5-2-01

REF. #: 0262.15823

CORP. NAME: RSL VENTURES XI, L.L.C.

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

APPROVED
AND
FILED
01 MAY -2 PM 12:30
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2001 MAY -2 AM 11:43

STATE FEES PREPAID WITH CHECK# 15103 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

400004132044--7
-05/02/01--01031--026
***155.00 ***155.00

☐ PLAIN STAMPED COPY

5-2-01

Examiner's Initials

**STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF
RSL VENTURES XI, L.L.C.**

These Articles of Organization of RSL Ventures XI, L.L.C., a Florida limited liability company (the "Company"), dated as of the 13th day of March, 2001, are being duly executed and filed by Riverson S. Leonard, the organizer, authorized to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) (the "Florida Act").

- FIRST:** The name of the limited liability company is RSL Ventures XI, L.L.C.
- 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 all such 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 a manager appointed by the Member(s) from time to time. The name and address of the initial manager, who shall serve until the first annual meeting of the Member(s) or until his successor is elected and qualified is: Riverson S. Leonard, 533 S. Howard Avenue #8, PMB #53, Tampa, Florida, 33606.
- 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 street address and mailing address of the Company shall be 533 S. Howard Avenue, #8, PMB #53, Tampa, Florida, 33606.
- SIXTH:** The initial Member of the Company may admit additional Members by majority vote in accordance with procedures therefor specified in the RSL Ventures XI Limited Liability Company Regulations (the "Regulations").
- SEVENTH:** The remaining Members, if any, pursuant to the terms of the Regulations or applicable law, may elect to continue the Company's business on the death,

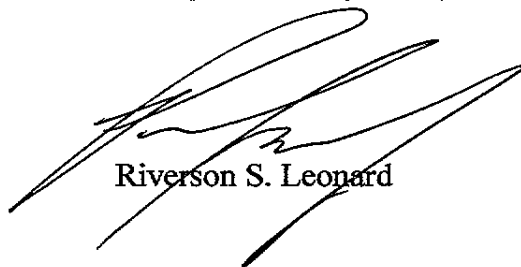
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

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

Name: Riverson S. Leonard
Address: 533 S. Howard Avenue #8, PMB #53
Tampa, Florida 33606

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



Riverson S. Leonard

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

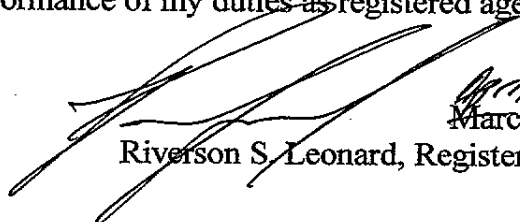
Pursuant to Section 48.091 and Section 608.415 of the Florida Statutes, the following is submitted:

That **RSL Ventures XI, L.L.C.** (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, 533 S. Howard Avenue #8, PMB #53, Tampa, Florida, 33606, has named Riverson S. Leonard 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:


March 30, 2001
Riverson S. Leonard, Registered Agent

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FILED
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TALLAHASSEE, FLORIDA