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DAVID E. ACKLEY

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SCOTT E. JOHNSON

JOHN P. JUNOD

CATHERINE J. LIVINGSTON

CLINTON C. LYONS, JR.

BRIAN J. MORAN

THOMAS P. MORAN

JENNIFER EDEN RILEY

MAURICE SHAMS

SIDNEY H. SHAMS

May 17, 2001

**Via Federal Express**

Secretary of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: PMG Trading, L.L.C.

Dear Sir or Madam:

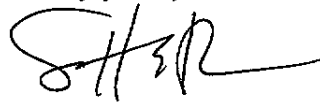
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Please find enclosed in duplicate the Articles of Organization for the above-referenced limited liability corporation, together with a check in the amount of \$155.00 which represents the \$125.00 filing fee, plus \$30.00 for the certified copy.

Please note that PMG Worldwide, Inc., an active Florida corporation, is an affiliated entity with the same owners as this new entity.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,



Scott E. Johnson

SEJ/jmc  
Enclosures

FILED  
01 MAY 18 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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SP

## **ARTICLES OF ORGANIZATION**

**OF**

**PMG TRADING, L.L.C.**

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

### **ARTICLE I - NAME**

The name of this limited liability company is PMG TRADING, L.L.C. (the "Company").

### **ARTICLE II - DURATION**

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

### **ARTICLE III - PURPOSE**

This limited liability company is organized for the transaction of any and all lawful business.

### **ARTICLE IV - POWERS**

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

### **ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The address of the place of business of the Company is 7454 Brokerage Drive, Orlando, Florida 32809, and the name and address of the initial registered agent of the Company is Scott E. Johnson, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

### **ARTICLE VI - CONTRIBUTIONS**

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

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TALLAHASSEE, FLORIDA

## **ARTICLE VII - ADMISSION OF MEMBERS**

Additional members may be admitted from time to time upon the written consent of the Managing Director of the Company.

## **ARTICLE VIII - TERMINATION OF MEMBERSHIP**

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

## **ARTICLE IX - MANAGEMENT OF THE COMPANY**

The Company shall be managed by Thomas Murray and James Gain, who shall serve as co-general managers or Managing Directors of the company until and unless otherwise determined by all of the members of the Company at any meeting of the members or until their successors are elected and qualified to act in such capacity.

## **ARTICLE X - REGULATIONS**

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

## **ARTICLE XI - DISSOLUTION**

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining members of this limited liability company consent in writing to continue the Company.

## **ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST**

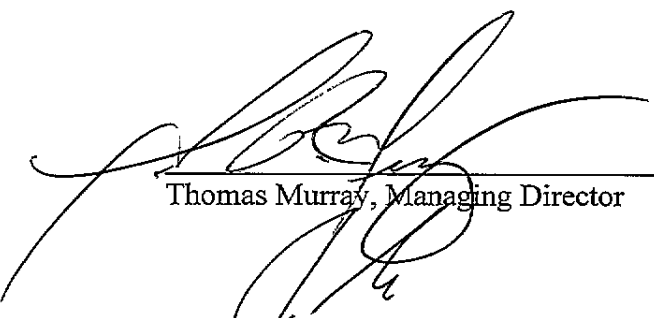
No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of all other members of the Company unless otherwise provided by separate agreement.

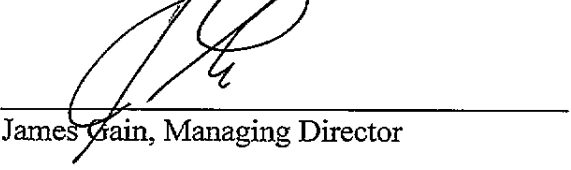
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TALLAHASSEE FLORIDA

### ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization or any amendment thereto.

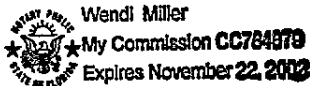
IN WITNESS WHEREOF, the undersigned incorporate these Articles of Organization as of this 9<sup>th</sup> day of May, 2001.

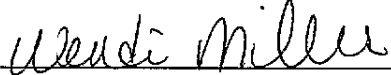
  
Thomas Murray, Managing Director

  
James Gain, Managing Director

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 9 day of May, 2001, by Thomas Murray and James Gain, who are personally known to me or who produced \_\_\_\_\_ and \_\_\_\_\_, respectively, as identification.



  
Notary Public, State of Florida  
My Commission Expires: 11 -

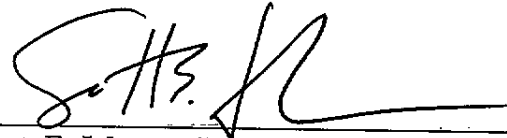
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TALLAHASSEE FLORIDA

**CERTIFICATE OF REGISTERED AGENT  
AND REGISTERED OFFICE**

**PMG TRADING, L.L.C.**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.



\_\_\_\_\_  
Scott E. Johnson, Registered Agent

*May 9, 2001*

\_\_\_\_\_  
Date

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA