

CAPITAL CONNECTION, INC.

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

LO10000008477

National Consumer Benefits
Group LLC

400004325284--6
-05/29/01--01083--018
****155.00 ****155.00

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
☒ L.C. File _____
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 _____

01 MAY 29 AM 11:41
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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 29 AM 10:58
RECEIVED
DIVISION OF SECRETARIAT

5-29-01

Signature _____

Requested by: Kc

5/29

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION
for
NATIONAL CONSUMER BENEFITS GROUP, L.L.C.
A Florida Limited Liability Company

ARTICLE I
NAME

The name of the Limited Liability Company is: NATIONAL CONSUMER BENEFITS GROUP, L.L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address: 8001 North Dale Mabry Highway
Suite 401C
Tampa, Florida 33614

Street Address: 8001 North Dale Mabry Highway
Suite 401C
Tampa, Florida 33614

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be thirty (30) years.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as the initial manager is: Nicholas A. Dambra.

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The manager's address is 8001 North Dale Mabry Highway, Suite 401C, Tampa, Florida 33614. The manager shall thereafter be appointed in accordance with the Operating Agreement for the Company.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the existing members to admit additional members and the terms and conditions of the admissions shall be as provided in the Operating Agreement for the Company.

ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the existing members of the limited liability company to continue the 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 of the limited liability company shall be as provided in the Operating Agreement for the Company.

ARTICLE VII
TRANSFER RESTRICTIONS

The right, if given, of the members to transfer their interests (voluntarily or involuntarily) or of any person to succeed to their interest shall be as provided in the Operating Agreement for the Company.

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ARTICLE VIII
INITIAL MEMBERS

The initial members of the limited liability company and their addresses are as follows:

1. Integrity Holdings, Inc.
8001 North Dale Mabry Highway, Suite 401C
Tampa, Florida 33614
2. Money Talks.Com, L.L.C.
8954 Eastman Drive
Tampa, Florida 33626

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 25th day of May, 2001.

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INTEGRITY HOLDINGS, INC.

By: 

Nicholas A. Dambra, as its President
8001 North Dale Mabry Highway,
Suite 401C
Tampa, Florida 33614

MONEY TALKS.COM, L.L.C.

By: 

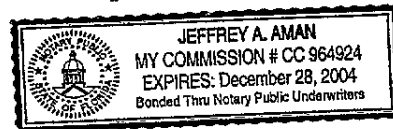
James P. Gieder, as its President
8954 Eastman Drive
Tampa, Florida 33626

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me Nicholas A. Dambra as President of INTEGRITY HOLDINGS, INC. known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of May, 2001.


NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:

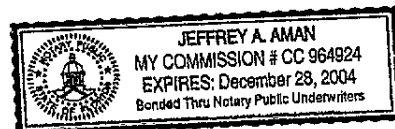


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me James P. Gieder, as President of MONEY TALKS.COM, L.L.C., known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of May, 2001.


NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:



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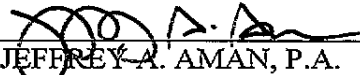
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: NATIONAL CONSUMER BENEFITS GROUP, L.L.C.
2. The name and address of the registered agent and office is: JEFFREY A. AMAN, P.A., 14502 N. Dale Mabry Hwy., Suite 300, Tampa, Florida 33618-2072.

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 agreed 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 obligation of my position as registered agent.

Date: May 25, 2001



JEFFREY A. AMAN, P.A.
14502 N. Dale Mabry Hwy.
Suite 300
Tampa, Florida 33618-2072
(813) 265-0004
Registered Agent for
National Consumer Benefits Group, L.L.C.

01 MAY 29 11:41
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