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WILLA K. PORTER
6 VIA LOS INCAS
PALM BEACH, FLORIDA 33480
(561) 651-7328

May 30, 2001

VIA PRIORITY FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/31/01--01071--008
****125.00 ****125.00

Re: Organization of PursePal, LLC (the "Company")

MJH

Dear Sir or Madam:

Please find enclosed the following with respect to the organization of the above referenced Company:

1. Articles of Organization executed by the initial Managing Member of the Company;
2. Certificate Designating Registered Agent and Registered Office executed by the initial Managing Member of the Company;
3. Acceptance of Initial Registered Office and Agent executed by the initial Registered Agent of the Company; and
4. A check in the amount of \$125.00 representing the filing fee for this organization.

We are requesting that this filing be dated June 1, 2001, and for various personal and business reasons, further request that if at all possible the filing be made at 11:00 am, local time. Your assistance with this is greatly appreciated.

Please file the enclosed Articles of Organization and return the filed document to me at the above address.

Please do not hesitate to contact me by telephone with any questions.

Sincerely,

Willa K. Porter
Willa K. Porter

FILED
01 JUN - 1 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

ARTICLES OF ORGANIZATION

OF

PURSEPAL, LLC

The undersigned Member hereby files these Articles of Organization in order to form a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I.

Name

The name of the Company shall be PursePal, LLC.

ARTICLE II.

Nature of Business

The Company may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

Death, Retirement, Resignation, Etc. of a Member

The remaining Members, if more than one, shall have the right to continue to carry on the business of the Company in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a member in a limited liability company.

ARTICLE IV.

Admission of Additional Members

Except as otherwise provided in this Operating Agreement, new members may be admitted by agreement of the existing Members upon payment of contribution agreed upon by the Members at the time of admission.

FILED
01 JUN -1 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.

Management by the Members

Management of the Company is reserved to the managing Member or Members (as agreed upon by the Members). The initial managing Member and her address is Willa K. Porter, 6 Via Los Incas, Palm Beach, Florida 33480.

ARTICLE VI.

Duration of Company's Existence

The Company shall exist until December 31, 2026 unless dissolved according to law.

ARTICLE VII.

Address of Registered Office, Registered Agent and Principal Office

The office address of the initial registered office and principal office of the Company in the State of Florida shall be 6 Via Los Incas, Palm Beach, Florida 33480. The name and address of the initial registered agent of the Company shall be Willa K. Porter, 6 Via Los Incas, Palm Beach, Florida 33480. The Company may from time to time change the registered office to any other address in the State of Florida or change the registered agent. The mailing address of the Company shall be 6 Via Los Incas, Palm Beach, Florida 33480.

ARTICLE VIII.

Transactions in Which Members

Are Interested

(a) No contract or other transaction between the Company and one or more of its Members, or between the Company and any other Company, firm, or entity in which one or more of the Company's Member(s) are directors or officers, or have a financial interest, shall be void or

voidable solely because of such relationship or interest, or solely because such Member(s) are present at or participate in the meeting of the Members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Members or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Members; or

(2) The fact of such relationship or interest is disclosed or known to the Members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Company at the time it is authorized.

(b) Interested Members may be counted in determining the presence of a quorum at a meeting of the Members or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX.

Indemnification of Members and Managers

The Company hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Member or manager made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the

Company to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Member or manager of the Company or a Members, manager, Director, officer, employee or agent of any other company, partnership, joint venture, trust or other enterprise in which he served at the request of the Company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE X.

Amendment

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon Members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Member to the foregoing Articles of Organization has hereunto set her hand and seal this 30th day of May, 2001.

Willa K. Porter
Willa K. Porter

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

WILLA K. PORTER
Typed or printed name of signee

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 608.415, the following is submitted:

PursePal, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 6 Via Los Incas, Palm Beach, Florida 33480 as its initial Registered Office and has named Willa K. Porter, located at said address, as its initial Registered Agent.

By: Willa K. Porter

WILLA K. PORTER
Managing Member

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.



WILLA K. PORTER