

CAPITAL CONNECTION, INC.

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

LO1000012055

Stellaproposal, LLC

800004509388--8
-07/31/01--01045--015
***155.00 ***155.00

- APPROVED
AND
FILED
- 01 JUL 31 PM 12:27
01 JUL 31 AM 11:02
- RECEIVED
- SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
- ___ 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
- JB
7-31-01

Signature

Requested by:

Name SS Date 7/31/01 Time 9:23

Walk-In Will Pick Up

ARTICLES OF ORGANIZATION

OF

STELLARPROPOSAL, 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 StellarProposal, L.L.C. ("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 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 to operate a business engaged in software development and other related business and 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 mailing address and street address of the principal office of this Limited Liability Company is 1933 Premier Row, Orlando, Florida 32809, and the name and address of the initial registered agent of the Company is Lawrence H. Haber, Esquire, 606 Front Street, Celebration, Florida 34747.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company as specified in the Operating Agreement to be adopted by the members of the Company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 31 PM 12:27

APPROVED
AND
FILED

ARTICLE VII - INITIAL MEMBER

The name and address of the initial member of this Limited Liability Company is:

H. Thomas Miller
1933 Premier Row
Orlando, Florida 32809

ARTICLE VIII- ADMISSION OF MEMBERS

Additional members may be admitted from time to time as specified in the Operating Agreement to be adopted by the members of the company.

ARTICLE IX- 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 continue the business of the Company.

ARTICLE X- MANAGEMENT OF THE COMPANY

The Company shall be managed by a Managing Member, who shall serve as general manager, until and unless otherwise determined by the members of the Company as specified in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XI - ORGANIZER

The name and address of the person signing these articles is:

Lawrence H. Haber, Esquire
Post Office Box 470171
Celebration, Florida 34747-0171

ARTICLE XII - 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, the Articles of Organization or the Operating Agreement to be adopted by the members of the Company.

01 JUL 31 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE XIII - 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; or
- b. As otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XIV - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof unless otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XV - AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of July 30, 2001.

By: Lawrence H. Haber
Lawrence H. Haber, Organizer

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was sworn to and subscribed before me this ____ day of July, 2001, by Lawrence H. Haber, who is personally known to me.

Patricia A. Kane

Notary Public, State of Florida

My Commission Expires: 3/8/2005




Patricia A. Kane
My Commission DD007491
Expires March 08, 2005

01 JUL 31 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY 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 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Registered Agent

APPROVE
AND
FILED

01 JUL 31 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA