

LAW OFFICES

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JOEL H. FELDMAN

AUDREY B. SCHNEIDERMAN

LAWRENCE K. FAGAN

MERIDETH WATSON  
CERTIFIED LEGAL ASSISTANT

August 16, 2001

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Marketur Direct, LLC

Dear Clerk:

Enclosed please find check # 1226 in the amount of \$125.00 representing the filing fee for the enclosed Articles of Organization.

Please forward acknowledgment of filing to this office.

Very truly yours,

*Merideth Watson*

Merideth Watson  
Certified Legal Assistant

MW/pt  
Enclosure

FILED  
01 SEP 17 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 29, 2001

FELDMAN & SCHNEIDERMAN, P.L.  
401 CAMINO GARDENS BOULEVARD  
BOCA RATON, FL 33432-5809

SUBJECT: MARKETUR DIRECT LLC  
Ref. Number: W01000020118

We have received your document for MARKETUR DIRECT LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 101A00049152

## **ARTICLES OF ORGANIZATION OF MARKETUR DIRECT, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. We declare that the following Articles shall serve as authority for the conduct of the business of the limited liability company.

### **ARTICLE ONE: NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be MARKETUR DIRECT, LLC, with its principal office at 539 N.E. 10<sup>th</sup> Avenue, Fort Lauderdale, Broward County, Florida 33301, but it shall have authority to establish such other offices at any other locations as its members may designate. The mailing address of the limited liability company shall be 539 N.E. 10<sup>th</sup> Avenue, Fort Lauderdale, Broward County, Florida 33301.

### **ARTICLE TWO: POWERS AND PURPOSES**

The limited liability company is authorized to conduct and transact any and all business lawful in the State of Florida for limited liability companies, including, but not limited to developing and operating call router programs and developing and maintaining fulfillment services on behalf of travel destination and hospitalities entities. Nothing contained herein shall be deemed or construed to authorize or permit the limited liability company to exercise any power or perform any act which a limited liability company not exercise or perform under Florida law.

### **ARTICLE THREE: EXERCISE OF POWERS**

All limited liability company powers shall be exercised, and the business of the limited liability company shall be managed, by and under the direction of the members of the company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of two-thirds (2/3) of the members of the company.

### **ARTICLE FOUR: MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MARKETUR, INC.

c/o Anthony J. Campanale, Pres.

539 N.E. 10<sup>th</sup> Ave.

Fort Lauderdale, Florida 33301

MICHAEL LAVERTY

827 South 296<sup>th</sup> Place

Federal Way, Washington 98003

The members may delegate to any or all of its members, in the Regulations of the limited liability company, such management authority as the members may determine to be in the best interest of the limited liability company, subject to the provisions of Florida law, as amended from time to time.

**ARTICLE V:**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by a vote of two-thirds (2/3) of the members. Contributions of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of seventy-five percent (75%) of the members.

On death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the consent of seventy-five (75%) of the remaining members.

**ARTICLE SIX:**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$750.00 shall be paid to the limited liability company by each member named herein. Additional capital contributions will be made as required for investment purposes, as determined by two-thirds (2/3) of the members. All members shall make equal contributions to the company.

**ARTICLE SEVEN:**  
**PROFITS AND LOSSES**

A. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company which remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits of:

MARKETUR, INC.  
MICHAEL LAVERTY

51 %  
49 %

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being July 1, 2001.

B. *Losses.* All losses that occur in the operation of the limited liability company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as follows:

MARKETUR, INC.	51%
MICHAEL LAVERTY	49%

#### **ARTICLE EIGHT: DURATION**

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### **ARTICLE NINE: INITIAL REGISTERED OFFICE AND INITIAL REGISTER AGENT**

The address of the initial registered office of the limited liability company is c/o Feldman & Schneidman, P.L., 401 Camino Gardens Boulevard, Boca Raton, Florida 33432-5809. The name of the initial registered agent at that address is JOEL H. FELDMAN.

**THE UNDERSIGNED, BEING THE ORIGINAL MEMBERS OF THE LIMITED LIABILITY COMPANY CERTIFY THAT THIS INSTRUMENT CONSTITUTES THE PROPOSED ARTICLES OF ORGANIZATION OF MARKETUR DIRECT, LLC.**

August EXECUTED by the undersigned at Boca Raton, Florida this 16<sup>th</sup> day of August, 2001.

MARKETUR, INC.

By: ANTHONY J. CAMPANALE

Its: President



MICHAEL LAVERTY

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MARKETUR, INC.

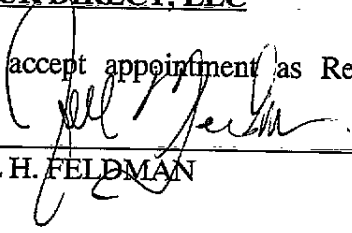
By: ANTHONY J. CAMPANALE  
Its: President

  
MICHAEL LAVERTY

Marketur Direct/articles of organization

**ACCEPTANCE OF REGISTERED AGENT**  
**OF MARKETUR DIRECT, LLC**

I, JOEL H. FELDMAN, hereby accept appointment as Registered Agent of  
MARKETUR DIRECT, LLC.

  
\_\_\_\_\_  
JOEL H. FELDMAN