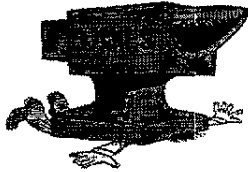


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jack@jumpingjaxtax.com



Enrolled to Practice before the Internal Revenue Service

October 22, 2001

EFFECTIVE DATE

11-1-01

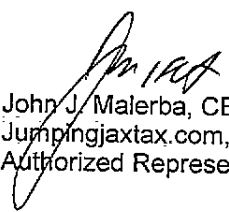
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

4000004649064--1
-10/23/01--01010--004
****125.00 ****125.00

Subject: Filing of the articles of organization

To Whom It May Concern:

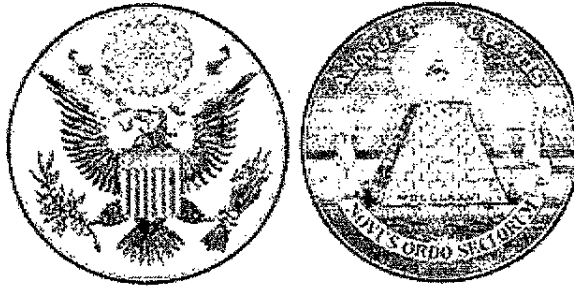
The authorized representative delivers the original and a copy of these articles of organization for a Florida Domestic Profit Limited Liability Company (LLC) with the appropriate filing fee.


John J. Malerba, CEO,
Jumpingjaxtax.com, Inc.,
Authorized Representative

FILED
2001 OCT 22 AM 10:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

32

Articles of Organization For Z Jay's, LLC



1.0 The Name of the Florida Domestic Profit Limited Liability Company

1.1 The name of this Florida Domestic Profit Limited Liability Company is **Z Jay's, LLC**.

2.0 The Mailing Address and Street Address of the Principle Office of the Florida Domestic Profit Limited Liability Company

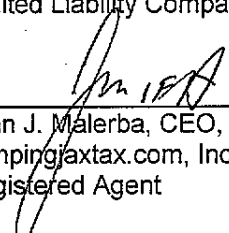
2.1 The mailing address and street address of the principal office of this Florida Domestic Profit Limited Liability Company is **15841 Pines Blvd., Suite 206, Pembroke Pines, FL 33027**.

3.0 The Name and Street Address of the Initial Registered Agent of the Florida Domestic Profit Limited Liability Company

3.1 The name of the initial registered agent of this Florida Domestic Profit Limited Liability Company is **Jumpingjaxtax.com, Inc.**

3.2 The street address of the initial registered agent of this Florida Domestic Profit Limited Liability Company is **1940 Harrison St., Ste. 200-B, Hollywood, FL 33020-5072**.

3.3 As registered agent, Jumpingjaxtax.com, Inc. accepts service of process for the above Florida Domestic Profit Limited Liability Company at the street address designated in these articles of organization. It accepts this appointment and agrees to act in this capacity. It further agrees to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of its duties. Jumpingjaxtax.com, Inc. is familiar with and accepts the obligations of registered agent for this Florida Domestic Profit Limited Liability Company.


John J. Malerba, CEO,
Jumpingjaxtax.com, Inc.,
Registered Agent

4.0 Management

4.1 This Florida Domestic Profit Limited Liability Company is **manager-managed**.

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TALLAHASSEE, FLORIDA

5.0 The Effective Time and Date of Commencement of this Florida Domestic Profit Limited Liability Company

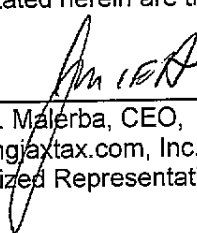
- 5.1 The effective time and date of commencement of this Florida Domestic Profit Limited Liability Company's existence is **November 1, 2001**, pursuant to section 608.409(2) of the Florida Statutes.

6.0 Indemnification of Members, Managers, Registered Agents, Authorized Representatives, Employees, or Other Agents of the Florida Domestic Profit Limited Liability Company

- 6.1 This Florida Domestic Profit Limited Liability Company shall indemnify and hold harmless any member, any manager, any registered agent, any authorized representative, any employee or any other agent from and against all claims and demands whatsoever.
- 6.2 However, indemnification shall not be made to or on behalf of any member, any manager, any registered agent, any authorized representative, any employee, or any other agent if a judgment or other final adjudication establishes the actions, or omissions to act, of such member, manager, registered agent, authorized representative, employee, or other agent were material to the cause of action so adjudicated and constitute a violation of criminal law, unless the member, the manager, the registered agent, the authorized representative, the employee, or the other agent had no reasonable cause to believe such conduct was unlawful; a transaction from which the member, the manager, the registered agent, the authorized representative, the employee, or the other agent derived an improper personal benefit; or willful misconduct or a conscious disregard for the best interests of the Limited Liability Company in a proceeding by or in the right of the Limited Liability Company to procure a judgment in its favor or in a proceeding by or in the right of a member; or in the case of a manager, a circumstance under which the liability provisions of section 608.426 of the Florida Statutes are applicable.

7.0 Execution by the Authorized Representative of a Member

- 7.1 The sole member of this Florida Domestic Profit Limited Liability Company appointed Jumpingjtax.com, Inc. as the authorized representative for this Florida Domestic Profit Limited Liability Company under section 608.4236 of the Florida Statutes.
- 7.2 Jumpingjtax.com, Inc., of 1940 Harrison St., Ste. 200-B, Hollywood, FL 33020-5072, as authorized representative of the member, executes these Articles of Organization for this Florida Domestic Profit Limited Liability Company following section 608.407 of the Florida Statutes.
- 7.3 This Florida Domestic Profit Limited Liability Company has substantially complied with the requirements of section 608.409(4) of the Florida Statutes.
- 7.4 The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, pursuant to section 608.408(3) of the Florida Statutes.



John J. Malerba, CEO,
Jumpingjtax.com, Inc.,
Authorized Representative

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