

LOI 00000 19381
RANA TIWARI, ATTORNEY-AT-LAW

November 1, 2001

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-11/08/01--01008--001
***155.00 ***155.00

Re: Filing of Articles of 1Rate Services, LLC

Dear Sir or Madam:

Enclosed is an original and a copy of the following:

1. Executed Articles of 1Rate Services, LLC for filing
2. Executed Acceptance of Registered Agent Designation by Prosanna Patnaik

Also enclosed is a check in the amount of \$155.00 representing the filing fee of \$100.00, Registered Agent Fee of \$ 25.00 and Certified copy fee of \$ 30.00. Please file the enclosed Articles and return to me a stamped certified copy for our records. For your convenience we have included a self-addressed Airborne package for the return of the certified copy. If you have any questions please call me at 407-810-6781.

Sincerely,

By:

Rana Tiwari
Rana Tiwari, Attorney-at-law

FILED
01 NOV - 7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOI-19381
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Articles of Organization
Of
1Rate Services, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is 1Rate Services, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 6220 South Orange Blossom Trail, Suite # 194, Orlando, Florida 32809, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 6220 Orange Blossom Trail, Suite # 194, Orlando, Florida 32809. The name of the registered agent at such address is Prosanna Patnaik.

ARTICLE IV

Initial Members

The names and addresses of the initial members of the Company (the "Member") are:

Prosanna Patnaik
6220 Orange Blossom Trail, Suite # 194
Orlando, Florida 32809

Abner Weintraub
6220 Orange Blossom Trail, Suite # 194
Orlando, Florida 32809

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Management

The management of the Company shall be reserved to the members. Prosanna Patnaik, named as an initial member, shall serve as the initial managing member until the first annual meeting of the Members. The Members shall elect, by a majority in interest of the Members, additional managing members of the Company to conduct the business affairs of the Company, all in accordance with the Regulations.

ARTICLE VI [optional]

Admission of Additional Members

Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII [optional]

Continuation of Business

The remaining members of the Company shall have the right 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 in the Company. The business of the Company may be continued only on the unanimous consent of the remaining Members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED as of the 1st day of November, 2001.

Prosanna Patnaik
_____, Member

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 1st day of November, 2001,
by Prosanna Patnaik, Member of the Company. He is personally known to me or has produced
_____ as identification.

(Notary Signature)

(NOTARY SEAL)

(Notary Name Printed)
NOTARY PUBLIC

Commission No. _____

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TALLAHASSEE, FLORIDA

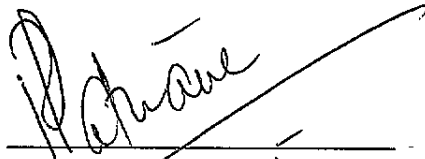
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, 1Rate Services, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is 1Rate Services, LLC.
2. The name and address of the registered agent and office is: Prosanna Patnaik at 6220 Orange Blossom Trail, Suite # 194, Orlando, Florida 32809.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: November 1, 2001



Prosanna Patnaik

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA