

Division of Corporations

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L020000011335**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Fax Number : (850)205-0383

From:

Account Name : REJEAN LEDUC
Account Number : I19980000058
Phone : (954)457-9070
Fax Number : (954)457-0089

LIMITED LIABILITY COMPANY**USA Direct Corp Limited Liability Company**

Certificate of Status	0
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Department of State 5/9/2002 11:53 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 9, 2002

REJEAN LEDUC

SUBJECT: USA DIRECT CORP LIMITED LIABILITY COMPANY
REF: W02000012791

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The name of the entity cannot include "CORP." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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

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Trevor Brumbley
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ARTICLES OF ORGANIZATION
OF
USA DIRECT LIMITED LIABILITY COMPANY

ARTICLE I

NAME

The name of this limited liability company is USA DIRECT LIMITED LIABILITY COMPANY referred to in these Articles of Organization as the "Company".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Company shall be :

1001 North Federal Highway
Suite 202
Hallandale, FL. 33009

ARTICLE III

DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2042. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office shall be 1001 North Federal Highway, Suite 202, Hallandale, Florida 33009, the initial registered agent for the Company at that address shall be Rejean Leduc.

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ARTICLE V

MANAGEMENT BY MANAGERS

The Company will be managed by a manager and the name and address of such Manager is:

Rejean Leduc
1001 North Federal Highway
Suite 202
Hallandale, FL 33009

ARTICLE VI

ADMISSION OF NEW MEMBERS

The Company may admit new members only upon the consent of the remaining members.

ARTICLE VII

MEMBERS RIGHT TO CONTINUE BUSINESS

The 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 provided that in no event shall the business continue after December 31, 2042 (unless such date is postponed by articles of amendment) and provided that the Company shall always have at least one member.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 1st day of May, 2002.


REJEAN LEDUC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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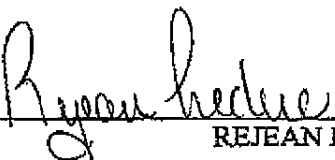
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for USA DIRECT LIMITED LIABILITY COMPANY at the place designated in the 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.

DATED: May 1, 2002.


REJEAN LEDUC

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