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COMMUNICATIONS
EQUITY
ASSOCIATES

September 30, 2002

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Florida Department of State
Registration Section
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

RE: GS Ventures, LLC – Articles of Organization State Filing

Dear Sir or Madam:

Enclosed please find copies of the cover letter and required documents to register GS Ventures, LLC as a Florida Limited Liability Company, along with a check in the amount of \$125. The originals of these enclosures were sent to your office last week but the check for the registration fee was inadvertently omitted.

Please feel free to contact me with any questions you may have on this information.

Best regards,

Angela L. Horwitz

Angela L. Horwitz
Controller
Private Equity

ALH:ps

Enclosures

BK

FILED
02 OCT -4 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GS Ventures, LLC**

FILED
02 OCT -4 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the Members named herein have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization.

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be GS Ventures, LLC.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist for a term of ten (10) years, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability company is 101 E. Kennedy Blvd., Suite 3300, Tampa, Florida 33602.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 101 E. Kennedy Blvd., Suite 3300, Tampa, Florida 33602, and the name of its initial registered agent is Ming G. Jung.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE VI.
RESTRICTIONS ON TRANSFER OF MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS**

A Member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of all of the Members of the Limited Liability Company and must be otherwise in accordance with the Regulations of this Limited Liability Company.

Admission of new Members requires the unanimous vote of all of the Members of the Limited Liability Company. Contributions required of new Members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Regulations.

The ownership interests and voting interests of the Members shall be determined in accordance with the Regulations.

**ARTICLE VII.
CONTINUATION**

The Limited Liability Company shall not be dissolved upon the 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.

**ARTICLE VIII.
MANAGEMENT**

Management of the Limited Liability Company is reserved to its Members in accordance with the Regulations of the limited Liability Company. The names and addresses of the Members are as set forth on the attached Exhibit "A" which is incorporated herein by this reference.

**ARTICLE IX.
REGULATIONS**

The Members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal initial Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

**ARTICLE X.
AMENDMENT**

These Articles of Organization may be amended by a unanimous vote of all of the Members.

The undersigned, being one of the Members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of GS Ventures, LLC.

Executed by the undersigned on September 26, 2002.

By:



Angela Horwitz
Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for GS Ventures, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this ____ day of September, 2002.



Ming G. Jung

FILED
02 OCT -4 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GS Ventures, LLC

**EXHIBIT "A" TO
ARTICLES OF ORGANIZATION**

Members

Ming G. Jung
101 E. Kennedy Blvd., Suite 3300
Tampa, FL 33602

Mike Xenick
101 E. Kennedy Blvd., Suite 3300
Tampa, FL 33602

Angela Horwitz
101 E. Kennedy Blvd., Suite 3300
Tampa, FL 33602

Susan Good
80 SW 8th Street, Penthouse Level
Miami, FL 33131

FILED
02 OCT -4 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA