



L02000026739

ACCOUNT NO. : 072100000032

REFERENCE : 774737 7353127

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 125.00

02 OCT -9 PM 11:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 8, 2002

ORDER TIME : 3:34 PM

ORDER NO. : 774737-001

302A00056735

CUSTOMER NO: 7353127

500008298095--9

CUSTOMER: Mr. A. Marek Bradbury
Mr. A. Marek Bradbury

C/o 3800 Galt Ocean Drive
Suite 410
Fort Lauderdale, FL 33308-7643

DOMESTIC FILING

NAME: CITYSURF.COM LLC

(5)

EFFECTIVE DATE:

02 OCT -9 PM 4:25
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: *BN*

302A 00056735

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

CITYSURF.COM LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

C/O 3800 GALT OCEAN DRIVE, #410, FORT LAUDERDALE, FL 33308

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

STEVE CHIN

Name

3800 GALT OCEAN DRIVE, STE 410

Florida street address (P.O. Box **NOT** acceptable)

FORT LAUDERDALE, FL 33308-7643

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.

STEVE CHIN

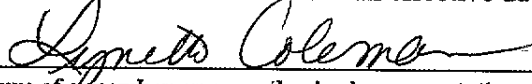
By: see attached

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

LYNETTE COLEMAN

Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION

Steve Chin, an individual residing in this state, having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of:

CITYSURF.COM LLC

Steve Chin is familiar with and accepts the obligations of the position of Registered Agent under Section 608, Florida Statutes.

By: Steve Chin

Typed Name: Steve Chin

CITYSURF.COM LLC

A. Marek Bradbury - Manager
c/o 3800 Galt Ocean Drive, #410
Fort Lauderdale, FL 33308

Steve Chin - Manager
c/o 3800 Galt Ocean Drive, #410
Fort Lauderdale, FL 33308

Alik Palatkevich - Manager
c/o 3800 Galt Ocean Drive, #410
Fort Lauderdale, FL 33308


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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of CITYSURF.COM LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

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This Limited Power of Attorney is executed on this _____ day of _____, 2002.



Signature

Steve Chris
Print Name of Signer

WITNESS:


Signature

A. Marek Bradbury
Print Name of Witness

WITNESS:


Signature

Michelle Bradbury
Print Name of Witness