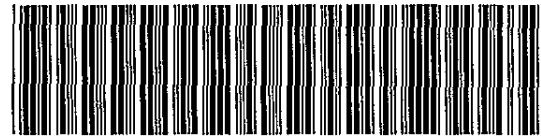


L03000031607

03 AUG 20 PM 3:50

DEPT OF STATE
TALLAHASSEE, FLORIDA



800022350108

08/20/03--01042--006 **133.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

AL

Knaust & Associates, P.A.

Attorneys and Counselors at Law
2730 Central Avenue
St. Petersburg, Florida 33712

FILED

03 AUG 20 PM 3: 50

Tel: (727) 327-3273

Fax: (727) 328-1401

Lawyers@tampabay.rr.com

Warren J. Knaust

Also Admitted in Massachusetts

August 18, 2003

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

Re: MyEmatch.com, LLC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced Limited Liability Company, with attached Acceptance by Registered Agent and check in the amount of \$133.75 for the following fees:

\$100.00	Filing Fee for Articles
\$ 25.00	Designation of Registered Agent
\$ 8.75	Certified Copy

After filing, please forward the Articles and conformed copy of the Articles of Incorporation to me.

Very truly yours,

Warren J. Knaust

WJK/nc
Enc.

cc: client

Articles of Organization for

MyEmatch.com, LLC

a Florida Limited Liability Company

FILED

03 AUG 20 PM 3: 50

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be MyEmatch.com, LLC.
2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment or other provision of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. **Address.** The mailing address is P.O. Box 66535, St. Pete Beach, FL 33736, the physical address for the corporation is 5279 Isla Key Blvd., No. 214, St. Petersburg, FL 33715.
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: Jesse James, 5279 Isla Key Blvd., No. 214, St. Petersburg, FL 33715.
5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional Members may be admitted upon the approval of a majority of the Members of the Company, or by the consent of the Managerial Members named in Paragraph 7 below, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
6. **Right to Continue Business.** The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.
7. **Management of Company.** Management of the company is reserved to the

Managerial Members. The name and address of the Managerial Members is:

<u>Names</u>	<u>Addresses</u>
Jesse James	5279 Isla Key Blvd., No. 214, St. Petersburg, FL 33715.
Sook Cho James	5279 Isla Key Blvd., No. 214 St. Petersburg, FL 33715.

FILED
03 AUG 20 PM
SECRETARY OF STATE
TALLAHASSEE, FL

8. **Amendment of Articles of Organization**. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. **Regulations of Company**. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. **Informal Action of Members**. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

11. **Contracting Debt**. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

12. **Transferability of Member's Interest**. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. **Withdrawal or Reduction of Member's Contributions to Capital.** FILED

A. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(1) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(2) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(3) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

14. **Taxation as Partnership.** As a limited liability company formed under the laws of the State of Florida, with at least two members, the company shall be classified as a partnership for both federal and state income tax purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 18th day of August, 2003.


Jesse James

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


Jesse James

Date: August, 2003