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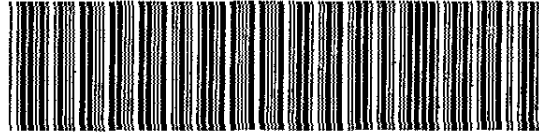
(Business Entity Name)

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**MILLER, SHINE & BRYAN, P.L.**  
**ATTORNEYS AT LAW**

JOE C. MILLER II  
Board Certified  
Civil Trial Lawyer  
JUDITH G. SHINE  
LINDA LOGAN BRYAN

P.O. BOX 3376  
97 ORANGE STREET  
ST. AUGUSTINE, FL 32085-3376  
904-824-0484

*LLB*  
January 28, 2004

CERTIFIED MAIL RETURN  
RECEIPT REQUESTED

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

RE: GABBIOTTO, LLC

To Whom It May Concern:

Enclosed for filing please find the Articles of Organization (w/o Regulations) for GABBIOTTO and Miller, Shine & Bryan, P. L. check #366 in the amount of One Hundred Thirty (\$130.00) Dollars & 00/100ths, representing the fee for filing the Articles, Designation of Registered Agent and a Certificate of Status.

Should you have any questions or are in need of any additional information, please contact the undersigned at the address above or at (904) 824-0484.

Sincerely,

*Linda Logan Bryan*  
Linda Logan Bryan

LLB/lm

enclosures

cc: Pasquale J. Paolini  
Karl J. Bucholz

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**ARTICLES OF ORGANIZATION FOR  
GABBIOTTO, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes 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 GABBIOTTO, LLC.
2. Duration/Continuation. The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of the members or as provided in the Operating Agreement. In the event of 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, the business of the Company may be continued by the unanimous consent of the remaining members.
3. Purposes. The purposes for which this Company is being formed are the following:
  - (a) to engage in any activities or business permitted for this Company under the laws of the State of Florida, and
  - (b) for the specific purpose of sales and marketing on the internet.
4. Address and Principal Office. The mailing address of the principal office of the Company and the street address of the principal office of the Company is 809 Mariam Elias Way, St. Augustine, Florida 32092.
5. Registered Agent, Registered Office and Registered Agent's Signature. The name and Florida street address of the initial registered agent are:

Pasquale J. Paolini  
809 Mariam Elias Way  
St. Augustine, Florida 32092

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TALLAHASSEE, FLORIDA  
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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.

  
Resident Agent's Signature

6. Management of Company. The business of the Company shall be managed by its members according to their relative capital accounts (i.e., in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals from said account).

The names and addresses of the members are as follows:

<u>Name</u>	<u>Address</u>
Pasquale J. Paolini	809 Mariam Elias Way, St. Augustine, FL 32092
Karl J. Bucholz	13300 Atlantic Boulevard, Jacksonville, FL 32225

7. Admission of Additional Member and Terms and Conditions of Such Admission(s): Admission, if any, of new member(s) shall be as provided in the Operating Agreement.

8. Adoption and Amendment of Regulations. The power to adopt, alter, amend or repeal Regulations for this Company shall be vested in the members of the Company which authority shall be exercised in accordance with these articles, the Regulations and/or Operating Agreement of this Company.

9. Organizer(s). The name and address of the organizers executing these Articles of Organization are as follows:

<u>Name</u>	<u>Address</u>
Pasquale J. Paolini	809 Mariam Elias Way, St. Augustine, FL 32092
Karl J. Bucholz	13300 Atlantic Boulevard, Jacksonville, FL 32225

10. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form as is prescribed by the Secretary of the State Division of Corporations, State of Florida and shall contain such terms and provisions that are consistent with Chapter 608, Florida Statutes, as amended, and shall be signed and sworn to by all members of the Company. In the event a new member is added by any such amendment, it shall also be signed by the member to be added.

11. Informal Action of Member Managers. Any action of the member managers may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all member managers who would be entitled to vote upon such action at a

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FLORIDA  
SECRETARY OF STATE

meeting and same is filed in the Company's records.

12. Transferability of Member's Interest. The transferability of an interest of a member of this Company is restricted. Such interest may be transferred or assigned only in the manner provided in the Operating Agreement.


13. Compensation of Member/Employees. A member who is also an employee of the Company shall be entitled to compensation in the manner and amount established by member/managers.

14. Profits and Losses. Each member's share of profits and losses shall be according to his or her relative capital account (i.e., in proportion to his or her contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals from said account) and in accordance with the Company's Operating Agreement.

15. Effective Date. The effective date of the Company is the filing date of these Articles.

IN WITNESS WHEREOF, the undersigned Organizers have hereunto set their hand and seal this 26<sup>th</sup> day of January, 2004. In accordance with Section 608.408(3), Fla. Stat., the execution of this document constitutes an affirmation under penalty of perjury that the facts stated herein are true.

  
Karl J. Bucholz,  
Organizer (Member/Manager)

  
Pasquale J. Paolini  
Organizer (Member/Manager)

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Pasquale J. Paolini, as Organizer (Member/Manager) of the Company, to me known to be the person or who provided FLDL# P450-670-60-0620 as identification who executed the foregoing Articles of Organization and he acknowledged to and before me that he executed such instrument and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26<sup>th</sup> day of January, 2004.



Mary E. Horn  
MY COMMISSION # CC966362 EXPIRES  
September 7, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

Mary E. Horn  
Notary Public, State of Florida

Mary E Horn  
Type or print Notary's name  
My Commission Expires:

BEFORE ME, the undersigned authority, personally appeared KARL J. BUCHOLZ, as Organizer (Member/Manager) of the Company, to me known to be the person or who provided FLDLB242-510-74-408-0 as identification who executed the foregoing Articles of Organization and he acknowledged to and before that he executed such instrument and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26<sup>th</sup> day of January, 2004.



Mary E. Horn  
MY COMMISSION # CC966362 EXPIRES  
September 7, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

Mary E. Horn  
Notary Public, State of Florida

Mary E Horn  
Type or Print Notary's name  
My Commission Expires:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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