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2004 MAR 15 AM 10:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 24 2004

Quisqueya Online L.L.C.
6620 N. Dixie Highway
Boca Raton, Florida 33487
(561) 305-0371

March 12, 2004

State of Florida, Dept of State
Division of Corporation
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed is a check in the amount of \$125 to cover the filing fees of the articles of organization of Quisqueya Online L.L.C. and the designation of its registered agent.

Please do not hesitate to call or write me if there any questions and/or concerns.

Very truly yours,


Dieutésse Desty

ARTICLES OF ORGANIZATION

OF

Quisqueya Online L.L.C.

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Article I - Name

The name of the company is "QUISQUEYA ONLINE L.L.C.". This name can change with the majority vote of the Board.


Article II - Address

The principal Office of the company will be at:

6620 N. Dixie Highway
Boca Raton, Florida 33487

Its initial registered agent is: Dieutesse Desty.

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..


Registered Agent's Signature

Article III - Purpose

Quisqueya Online L.L.C. is organized for the purpose of transacting primarily e-commerce products and services, and all other lawful business endeavors permitted under the laws of the United States and the State of Florida.

Article IV - Duration

On the death, retirement, expulsion, resignation of key members, Quisqueya Online L.L.C. will continue in business with the approval of the majority of the members. The company shall have Offices throughout and outside the State of Florida.

Article V - Management

- ☐ A Board of Directors elected annually by the members will oversee the management of the company. Board members are not restricted from participating actively in the management of the company. The initial Board of Directors is comprised of two members. The number of Directors may increase or decrease depending on business needs.
- ☐ Active management of the company will be trusted to a President/CEO, assisted by a COO, Chief Operating Officer and other Vice-Presidents. These positions will be

filled by the Board, and approved by majority vote of the members. In his/her tenure, the President/CEO will serve as the Board chair subject the restrictions below. He or she does not have to be an investor in the organization.

- A President/CEO hired from the outside and who is not one of the founding members cannot be the Board chair. In this case, one of the Board members will be the chairperson.

Article VI - General standards for Directors and active managers

Directors and Managers shall owe a duty of loyalty and a duty of care to Quisqueya Online L.L.C. They should:

- Refrain from competing with the company and avoid conflicts of interest
- Be good stewards of company properties

Directors and Managers acting in bad faith can be sued and will end up compensating the company for such expenses and losses resulted from their actions.

Article VII - Admission of additional members

New members can be admitted only with majority vote of the existing Board that will determine or set the price of their interest/share.

Article VIII - Transfer of Interest

Transfers and assignments of interest have to be approved by the majority of the Board members.

- In the case of death, the beneficiary(ies) will automatically assume the interest of the grantor.
- If a member wants to sell or assign his or her interest, he or she has to submit a request in writing to the Board that will review and approve such request. Before approving any request, the board will make it available to the existing members first. A 90-day notice is to given to the Board for the redemption and/or sale of any member's interest.

Article IX - Employees and Directors Compensation

- Directors who work for the company will negotiate their fees with the President/CEO and the Board.
- The President/CEO and other key Officers will work directly with the Board to negotiate their compensation and the compensation of key employees.

Article X - Allocation of Profit/Loss

Profits and losses will be allocated based on a pro-rata share of equity.

Article XI - Fiscal Year

The fiscal year of Quisqueya Online L.L.C. shall begin on the 1st day of January and end on the 31st day of December.

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Article XII - Meetings and Member's Vote

- ❑ The Board of Directors can meet from time to time depending on the needs of the company. The date and place will be set before any such meetings. Conference calls and other electronic media may be used if all the members cannot be at the same place.
- ❑ Members may be called sometimes to meet and discuss issues impacting favorably or unfavorably the future of the company. The Board of Directors will announce the date and the place of such meetings.
- ❑ An annual meeting of the members will be held each year. In that meeting, the Board members will be elected. A Board member must receive at least 75% of the vote to remain active. The Sitting Board will announce the date and the place of the annual meeting.
- ❑ A member's number of votes will be based on a formula based on his or her equity in the company. Members can assign their voting rights to a Director in the form of a proxy.

Article XIII - Contracting Debts

The President/CEO, with the approval of the Board of Directors, can enter into contracts for the company. He/She can execute and deliver any commercial instruments in the name of and on behalf of the company.

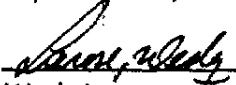
Article XIV - Directors Liabilities


Liabilities arising from the normal course of business shall be borne by the company. Key Officers and Directors shall be indemnified for any out-of-pocket expenses and any other costs including personal defense lawyers' fees while being actively involved in the decisions of the company.

Article XV

These articles or by-laws may be altered, amended or repealed. New bylaws may be adopted at any regular or special meetings of the Board of Directors and ratified by the majority of the members.

The undersigned members, for the purpose of forming Quisqueya Online L.L.C. under the laws of the State of Florida, have executed these articles of organization this sixteenth day of January 2004.


Wesly Larose
Director, Quisqueya Online L.L.C.
306 N.E. 22nd Ave
Boynton Beach, FL 33435
(561) 255-8206


Dieutessse Desty
Director, Quisqueya Online L.L.C.
6620 N. Dixie Highway
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