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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

EveBay LLC

Certificate of Status	0
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Page Count	03-4
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
EveBay LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I
Name**

The name of the limited liability company shall be EveBay LLC.

**ARTICLE II
Address and Place of Business**

The mailing address and principal place of business for the limited liability company is: 493 Bosphorus, Tampa, Florida 33606.

**ARTICLE III
Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV
Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE V
Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is: One Tampa City Center, Suite 2000, Tampa, Florida 33602-5813 and the initial registered agent at such address is STEPHEN H. REYNOLDS. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. STEPHEN H. REYNOLDS is specifically

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authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VI **Management**

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers.

ARTICLE VII **Continuity of Business**

Upon 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 in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members.

ARTICLE VIII **Restrictions on Membership**

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the members. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

ARTICLE IX **Operating Agreement**


The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE X **Acknowledgment**

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of EveBay LLC.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this
20th day of July, 2004.


STEPHEN H. REYNOLDS
Attorney and Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 20th day of July, 2004.

REGISTERED AGENT:

By: 
Name: STEPHEN H. REYNOLDS