

Division of Corporations

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## Florida Department of State

Division of Corporations

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Name:

Division of Corporations  
Phone Number: : (850) 205-0638

Name:

Account Number: : ROBERT COHANE PROFESSIONAL, LLC/LLC/LLC  
Account Number: : 1199900000000  
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## LIMITED LIABILITY COMPANY

## MEMPHIS DIRECT CONSULTING, LLC

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**ARTICLES OF ORGANIZATION****NAME.****UNITED LIABILITY CONSULTING, LLC**

If the undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act hereby adopts the following Articles of Organization.

**ARTICLE I****NAME.**

The name of the Limited Liability Company shall be **United Liability Consulting, LLC**.

**ARTICLE II****ADDRESS**

The principal office address of the principal office of the Limited Liability Company is:  
11890 US Highway One, Suite 10, North Miami Beach, FL 33143.

**ARTICLE III****DISPOSITION**

The period of duration for the Limited Liability Company shall be ninety-nine (99) years, unless terminated by either party, death, reorganization, expulsion, or bankruptcy of dissolution of the members or if any other cause to make it convenient for the parties to terminate the company. It is understood that if either party terminates the business of the Limited Liability Company, it is committed by the other to remaining members of the Limited Liability Company, to answer for the debts of the company.

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**ARTICLE IV****PURPOSES:**

If the proposed non-bank holding liability company, the organization is to transact any banking business; the original liability companies may be organized under the laws of Florida, including, the bank holding institution;

- (a) To acquire, own, develop, lease, manage and administer properties disposed of by it or held in trust for persons, property or joint tenancy in such property;
- (b) To carry on any business or any other legal business which it deems necessary;
- (c) Not to receive direct or indirect gifts or contributions from foreign governments or individuals to accomplish the purposes for which this company was formed;
- (d) To have and exercise all rights and powers which may hereafter be granted to or limited liability company by law.

For the foregoing, shall be construed to include, purposes, no powers, no incorporation thereof shall be valid if it is limited to the transaction of any business, the powers of which are inconsistent with the laws of the State of Florida.

**ARTICLE V****MANAGEMENT:**

The management of Fifth Egg Consulting, LLC shall be vested in one or more persons to be determined by the members.

**ARTICLE VI****INVESTMENT AND PARTNERSHIP:**

Fifth Egg Consulting, LLC is intended to be operated for purposes of federal income taxation.

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**ARTICLE VII****AMENDMENT TO REGULATIONS**

To empower and adopt to later amendment to regulations, incorporating, supplementing, amending or replacing the existing regulations, the Members of this Limited Liability Company shall have the right to amend the regulations.

This Limited Liability Company shall be governed in all its Member's interest by the regulations.

**ARTICLE VIII****TRANSFERS OF MEMBER'S INTERESTS**

The beneficial interests of a Member of this Limited Liability Company may be transferred to one assignee or to such a credit as the same may be provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve and accept proposed transfers or assignments by unanimous written consent, the members of this Limited Liability Company shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transfer shall become an assignment only, and shall be limited to receiving the benefit of notice compensation by way of income, and the amount of contributions or funds the member otherwise would have entitled.

**ARTICLE IX****WITHDRAWAL AND REDUCTION OF****MEMBER'S CONTRIBUTION TO CAPITAL**

A withdrawing Member shall be liable to the Company only for his/her liabilities of this Limited Liability Company, except his/her own account of his/her contributions to capital, less than the share of the limited liability company's assets.

**ARTICLE X****REGISTERED OFFICER AND AGENT**

The initial registered agent of this Limited Liability Company shall be Robert C. Fleckney.

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and the registered office of Limited Liability Company is at 1389, 11th Floor, Galleria,  
Sector 100, Noida, Phthalibagh, U.P. 201301.

### ARTICLE III

#### COMMENCEMENT OF BUSINESS

The Limited Liability Company shall be deemed to commence its existence on the date  
of filing the Articles of Organization.

IN WITNESS WHEREOF, I have signed my official stamp of December 2004.

For: CCI Noida  
Authorized Representative for the 2nd December:

#### ACCCEPTANCE BY REGISTERED AGENT

I having been asked to accept service by process of law at the above-named Limited Liability  
Company, at the above address, hereby accept such notice as effective to Registered Agent  
and agree to comply with the provisions relating to keeping said office open.

Robert C. Hastings  
Registered Agent

Date: 12/12/2004