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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Xivio, L.L.C.

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FACSIMILE COVER SHEET

DATE: February 1, 2006
TO: Division of Corporations
FAX NO.: 850-205-0383
FROM: Harold S. Bofshever
RE: XIVIO, LLC
MESSAGE: Please file the attached Articles

OF PAGES 5 (including cover sheet)

IF YOU DO NOT RECEIVE THE DESIGNATED NUMBER OF PAGES, OR IF YOU EXPERIENCE ANY PROBLEM WITH THE TRANSMISSION OF THIS DOCUMENT, PLEASE CALL OUR FAX OPERATOR AT (954) 522-3456.

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**ARTICLES OF ORGANIZATION
FOR A FLORIDA LIMITED LIABILITY COMPANY
XIVIO, L.L.C.**

THE UNDERSIGNED, for the purpose of forming a limited liability company for profit pursuant to Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Limited Liability Company is as follows:

XIVIO, L.L.C.

**ARTICLE II
ADDRESS**

The address of the principal office and/or mailing address of the Limited Liability Company is as follows:

1330 West Ave. Suite 3604, Miami Beach, FL 33139

**ARTICLE III
PURPOSE**

The purpose of this Limited Liability Company shall be the creation and modification of source codes necessary for the development of XIVIO Software and the marketing and support of the said software and for any other lawful purpose.

**ARTICLE IV
DURATION**

This Limited Liability Company shall have an existence of forty (40) years commencing on the date of the filing of these Articles of Organization with the Department of State of Florida.

Prepared By:
Harold S. Bofshever, Esq.
ROTHSTEIN • ROSENFELDT • ADLER
300 S.E. 2nd Street
Suite 850
Fort Lauderdale, Florida 33301
Telephone: (954) 522-3456
Florida Bar No.: 210084

ARTICLE V**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this L.L.C. is 300 S.E. 2nd Street, Suite 860, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this L.L.C. at such address is Harold S. Bofshever

ARTICLE VI**ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members of this Limited Liability Company to admit additional members and the terms and conditions of the admissions shall be only by the unanimous written consent of all members.

ARTICLE VII**MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of this Limited Liability Company to continue the business on 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 in the Limited Liability Company shall be that the remaining members shall have a right to continue business and shall further have the right, in the case of the death, retirement or resignation of a member, to admit an additional member upon the unanimous written consent of the remaining members.

ARTICLE VIII**MANAGEMENT**

The Limited Liability Company is to be managed by no less than one (1) and no more than three (3) managing members. The name and address of the initial managing member is as follows:

HAROLD S. BOFSHEVER
300 S.E. 2nd Street, Suite 860
Fort Lauderdale, Florida 33301


HAROLD S. BOFSHEVER
Managing Member

Prepared By:
Harold S. Bofshever, Esq.
ROTHSTEIN • ROSENFELDT • ADLER
300 S.E. 2nd Street
Suite 860
Fort Lauderdale, Florida 33301
Telephone: (954) 522-3456
Florida Bar No.: 210064

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

XIVIO, L.L.C.

2. The name and address of the Registered agent and office is:

Harold S. Bofshever, Esq.
300 S.E. 2nd Street, Suite 860, Fort Lauderdale, Florida 33301

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.



Harold S. Bofshever