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TALLAHASSEE, FLORIDA

EXPIRATION DATE

01-02-07

my

COMMERCE COOPS L.L.C.
630 CURLEW RD
DELRAY BEACH, FLORIDA 33444
(561) 252-4764

December 18, 2006

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

Gentlemen:

Enclosed is a check in the amount of \$130 to cover the filing fees of the articles of organization of COMMERCE COOPS L.L.C., the designation of its registered agent and a certificate of status.

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

Sincerely,

A handwritten signature in cursive script, reading "Bradford L. Bowman".

Bradford L. Bowman,
Managing Member & President

ARTICLES OF ORGANIZATION
OF
COMMERCE COOPS L.L.C.

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TALLAHASSEE, FLORIDA

Article I - Name

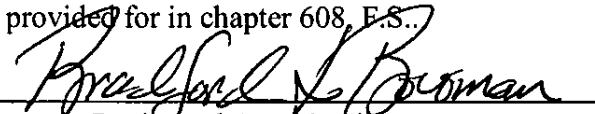
The name of the company is "COMMERCE COOPS L.L.C.". This name can change with the majority vote of the Board.

Article II - Address

The principal Office of the company will be at: 630 Curlew Rd
Delray Beach, Florida 33444

Its initial registered agent is: **Bradford L. Bowman**

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

Primarily organized as an e-commerce cooperative, COMMERCE COOPS L.L.C. will, with the approval of its Board, transact any and all lawful business permitted under the laws of the United States and the State of Florida.

Article IV - Duration & Date of Operation

On the death, retirement, expulsion, resignation of key members, COMMERCE COOPS 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. The effective of date of operation shall be January 2, 2007.

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 one member. The number of Directors may increase or decrease depending on business needs. Below is the initial member and managing member of COMMERCE COOPS L.L.C.:

Bradford L. Bowman, MGRM
630 Curlew Rd
Delray Beach, Florida 33444

- Active management of the company will be trusted to a President, assisted by vice presidents when necessary. The position of President will be filled by the Board, and approved by majority vote of the members. In his/her tenure, the President will serve as the Board chair subject to the restrictions below. He or she does not have to be an investor in the organization. The President may add other positions subject to approval by the Board.
- A President 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 COMMERCE COOPS 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 be given to the Board for the redemption and/or sale of any member's interest. In the first two years of operation, participating members understand that their money or other capital contributions will be tied up in the assets of the Company and will not be available for the redemption of their shares.

Article IX - Employees and Directors Compensation

- Directors who work for the company will negotiate their fees with the President and the General Manager. The President 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

Initially, profits and losses will be 100% allocated to the only member and managing member of COMMERCE COOPS L.L.C. Changes from this agreement must be approved by a majority vote of the Board.

Article XI - Fiscal Year

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

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, the General Manager and/or other key Officers, with the approval of the Board of Directors, can enter into contracts for the company. They can execute and deliver any commercial instruments in the name of and on behalf of the company.

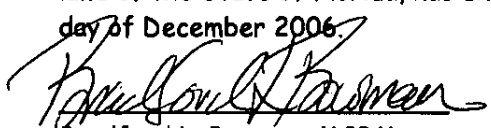
Article XIV - Directors Liabilities

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 member, for the purpose of forming COMMERCE COOPS L.L.C. under the laws of the State of Florida, has executed these articles of organization this eighteenth day of December 2006.


Bradford L. Bowman, MGRM
Managing Member and President
(561) 252-4764