# <sup>09/11/200</sup> <sup>09: 28</sup> <sup>3050</sup> <sup>7370</sup> <sup>PAGE</sup> <sup>01</sup> Division of Corporations Florida Department of State

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

TRINOVA MARKETING LLC

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# ARTICLES OF ORGANIZATION

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# TRINOVA MARKETING LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

#### MARTICLE 1 - NAME

The name of the limited liability company shall be TRINOVA MARKETING LLC, ("Company").

# ARTICLE 2 - ADDRESS

South, Dunedin, Florida 34698 and the mailing address shall be the same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Florida shall be the Same 3 - Contract of the Company in Flori

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## ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the business of internet marketing services and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



www.amerilawyer@.com 1840 Coral Way, 4th Floor, Miami, FL 33145 - (305) 854-6000 - (800) 603-3900 - Facsimile (305) 860-2076 Mailing Address - Post Office Box 450605, Miami, FL 33245-0605

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> TRINOVA MARKETING LLC Page 2

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#### ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

#### ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous - ---written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee snall nave no ngine to participate in the management of the business and affairs of the Company or become a set of the set of the Company of the regulation of the business and affairs of the Company of become a set of the set of the company of the regulation of the business and affairs of the Company of the regulation of the business and affairs of the Company of the regulation of the set of the member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written -----22 consent. 

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The Company shall be dissolved upon the death, retirement, resignation, expulsion, where the second bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

#### **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.



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#### ARTICLE 10 - INDEMNIFICATION

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The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination. In the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall any the conjugation of the Company's request while a member, manager, environment of the Company's request while a member, environment of the Company's request while a member, manager, environment of the Company's request while a member, manager, environment of the Company's request while a member, manager, environment of the Company's request while a member of the Company's request while a member of the Company's request while a member of the employee or agent of the Company, as the case may be, as a member, manager, partner, TRANS COMPANY, Partnership, Joint & Sector agent of another foreign or domestic Company, partnership, Joint & Sector and Andrews venture; trust, employee benefit plan or other, enterprise, whether or not for profit, as well as a sub-back or we in their official capacity with the Company. The Company also may pay for or reimburse the The Addition 2010 19 reasonable attorney fees and expenses incurred by a member, manager, employee or agent the states and of the Company who is a party to a proceeding in advance of final disposition of the advance is proceeding. The Company also may purchase and maintain insurance on behalf of antiindividual arising from the individual's status as a member, manager, employee or agent of a relation dotter a the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word; clause or sentence of the foregoing provisions regarding indemnification or advancementiof the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include 7 the heirs, estates, executors, administrators and personal representatives of such persons and





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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 11th buy of September 2007.

🧭 Elśle, Sanchez, Authorized Representative of

Server & Caller Servers

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પ્રદેશ પ્રતિવેદ તે પ્રે પ્રાપ્ત કરતાં છે. જે જે તે તે પ્રાપ્ત કરતાં છે. તે તે પ્રાપ્ત કરતાં પ્રાપ્ત કરતાં છે. ત તે કે પ્રાપ્ત કરતાં જોવાના છે. જે જે તે તે પ્રાપ્ત કરતાં છે. તે તે પ્રાપ્ત કરતાં છે તે સ્વાપ્ત કરતાં છે. તે પ્રો તે કે પ્રાપ્ત કરતાં છે. તે છે. તે છે. તે તે તે પ્રાપ્ત કે પ્રાપ્ત કરતાં છે. તે છે પ્રાપ્ત કરતાં છે છે. તે પ્રોપત การคระสถารรถการคระสายและสมเด็จสมเด็จสมเด็จสาวการการสมเร็จ สมเสรรณาจากสมเรณาระสายสายสายสายสายสายสายสาย in a production of the second production of the second second second second second second second second second 1.1 AL A DE ALCARED AGENT DESIGNATED TRACE OF ORGANIZATION  $c \rho$ A STATE AND A STATE AN F Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida

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Statutes and other applicable Florida Statutes.

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Spiegel & Utrera, P.A.

Natalia Utrera, Vice President



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