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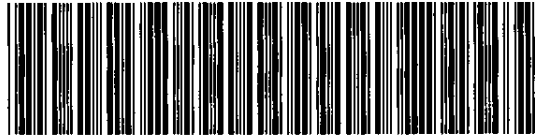
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B. KOHR

DEC 10 2008

EXAMINER

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ECOUPONSAMERICA, LLC

Thank you  
&  
Happy Holidays  
:)

Signature

Requested by:

Christina  
Name

12-9  
Date

Am  
Time

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- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- ☒ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- \_\_\_ Cert. Copy
- ☒ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval

**AMENDED ARTICLES OF ORGANIZATION**

**OF**

**ECOUPONSAMERICA, LLC**

The members of ECOUPONSAMERICA, LLC ("Company"), a Florida limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, having unanimously agreed and having authorized the undersigned to execute and file these Amended Articles of Organization for the Company with the Florida Secretary of State, the Articles of Organization for the Company are amended to read as follows:

**ARTICLE 1 - NAME**

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

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 1882 Porter Lake Drive, Suite 100, Sarasota, Florida 34240 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Amended Articles of Organization shall be effective immediately upon filing with the Secretary of State, State of Florida.

**ARTICLE 4 -. DURATION**

Subject to the provisions of Article 8 of these Amended Articles of Organization, the Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or the Operating Agreement among the members.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the business of internet advertising and the sale of coupons, advertising and directories over the internet 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.

**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of this Company is 1882 Porter Lake Drive, Suite 100, Sarasota, Florida 34240. The name and address of the registered agent of this Company is Steven L. Feder, 6120 Porter Road, Sarasota, Florida 34240.

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## **ARTICLE 7 - ADMISSION OF NEW MEMBERS**

Additional member(s) may be admitted to the Company by the written consent of a majority-in-interest of the members as permitted by Section 608.4232 of the Florida Limited Liability Company Act, Florida Statutes Chapter 608, and upon such terms and conditions as shall be determined by a majority-in-interest of the member(s). A member may transfer his or her interest in the Company as set forth in the Operating Agreement among the members and any regulations of the Company adopted pursuant to an Operating Agreement or, until such time as an Operating Agreement is signed by all of the members, by regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless by the written consent of a majority-in-interest of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

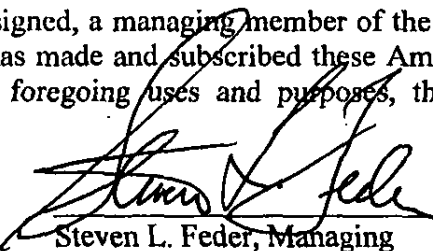
## **ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, 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 <sup>a majority of</sup> ~~all~~ the remaining members, provided there are at least one remaining member. The remaining members expressly reserve the right, upon 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, to continue the business of this limited liability company.

## **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with the Operating Agreement among the members and any regulations of the Company adopted pursuant to an Operating Agreement or, until such time as an Operating Agreement is signed by all of the members, by 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.

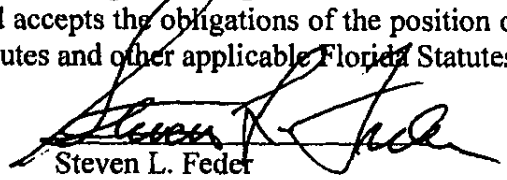
**IN WITNESS WHEREOF**, the undersigned, a managing member of the Company and an authorized representative of the members, has made and subscribed these Amended Articles of Organization at Sarasota, Florida, for the foregoing uses and purposes, this 7th day of December, 2008. .



Steven L. Feder, Managing  
Member and Authorized Representative of  
the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Steven L. Feder, 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 608.41 55, Florida Statutes and other applicable Florida Statutes.

  
Steven L. Feder