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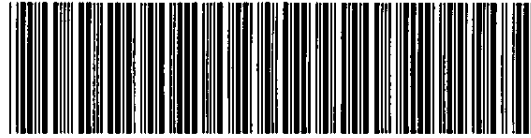
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APR 21 2008

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: iCONIQ, LLC.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michelle Angelique Stubbs
(Name of Person)

iCONIQ, LLC.
(Firm/Company)

10231 East Bay harbor Drive #3A
(Address)

Bay harbor Island, FL 33154
(City/State and Zip Code)

For further information concerning this matter, please call:

Michelle Angelique Stubbs at (202) 270 5368
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**ARTICLES OF ORGANIZATION
OF
iCONIQ, LLC.**

**A LIMITED LIABILITY COMPANY
ORGANIZED UNDER THE LAWS OF FLORIDA**

The undersigned acting as organizers of a limited liability company under the Florida Limited Liability Company Act (the "Act"), hereby adopt the following Articles of Organization for **iCONIQ, LLC.** (hereinafter called the "Company").

ARTICLE I.

NAME

The name of the Company is **iCONIQ, LLC.**

ARTICLE II.

DURATION

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Florida Limited Liability Company Act or other applicable law.

ARTICLE III.

PURPOSE

The Company is organized for the purpose of engaging in the business of technology, including, but not limited to software development and other technology products and services. This company may also engage in any lawful business for which companies may be organized according to the Florida Limited Liability Company Act:

ARTICLE IV.

ADDRESS

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

Principal Office Address:

10231 East Bay Harbor Drive #3A
Bay Harbor Island, Florida 33154

Mailing Address:

10231 East Bay Harbor Drive #3A
Bay Harbor Island, Florida 33154

ARTICLE V.
REGISTERED AGENT, REGISTERED OFFICE
AND
REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered are:

Name: Michelle Angelique Stubbs
Florida Street Address: 10231 East Bay Harbor Drive #3A
Bay Harbor Island, Florida 33154

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 this position as registered agent as provided for in Chapter 608.415 Florida statute.


Michelle Angelique Stubbs
Registered Agent

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ARTICLE VI.
MEMBERSHIP CLASS

The membership of this Limited Liability Company shall be divided into Two (2) classes of membership, which shall include **Class "A" Membership** and **Class "B" Membership**.

A. The holders of **Class "A" Membership** shall be entitled to receive from the Company net profits in each fiscal or calendar year, as may be determined by the Operating Agreement of the Company or the Florida Limited Liability Company Act. There shall be no distinction between any class of membership as to net profit rights and preferences. All net profits of the Company shall extend automatically to all membership classes according to the extent of their respective membership interests.

1. The holders of Class "A" Membership shall have **full voting power** for all company purposes.

2. The holders of Class "A" Membership shall not **sell or transfer** their membership interest without first offering the Class "A" Membership back to the company.

3. Upon **liquidation or dissolution** or the winding up of the affairs of the company, the holders of Class "A" Membership shall divide the remaining assets of the company equally with the other classes of membership to the extent of their respective interests.

B. The holders of **Class "B" Membership** shall be entitled to receive from the Company net profits in each fiscal or calendar year, as may be determined by the Operating Agreement of the Company or the Florida Limited Liability Company Act. There shall be no distinction between any class of membership as to net profit rights and preferences. All net profits of the Company shall extend automatically to all membership classes according to the extent of their respective membership interests.

1. The holders of Class "B" Membership shall have **no voting**

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power whatsoever, except such class voting as mandated by the Florida Limited Liability Company Act.

2. The holders of Class "B" Common Stock shall not **transfer or sell** their membership interest without first offering the Class "B" Membership back to the company.

3. Upon **Liquidation or dissolution** or the winding up of the affairs of the company, the holders of Class "B" Membership shall have the same liquidation or dissolution preference as all classes of membership interests. The remaining assets of the corporation shall be divided equally among the classes of membership according to the extent of their respective interests.

ARTICLE VII.
INITIAL MEMBERS
AND
RESPECTIVE INTERESTS

The names and addresses of the initial members of the company and their respective interests are:

MEMBER:

1. Michelle Angelique Stubbs
10231 East Bay Harbor Drive #3A
Bay Harbor Island, Florida 33154
2. Kenisha Wakeelah Cross
864 Carlsbad Street
San Diego, California 92114

INTEREST:

- 51% Class "A" Membership
- 49% Class "A" Membership

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The initial members of the Company may admit additional members at such times and upon such terms and conditions as may be agreed by the initial members and the additional members.

The legal existence and business of the Company may be continued by the written consent of all of the remaining members within **30 days** after an event of disassociation of a member.

ARTICLE VII.
MANAGERS

The company may have one or more managers. The Members shall manage the company. They shall serve as managers until successors, if any, are named. The named managers are listed below:

- a Michelle Angelique Stubbs-MGRM
10231 East Bay Harbor Drive #3A
Bay Harbor Island, Florida 33154

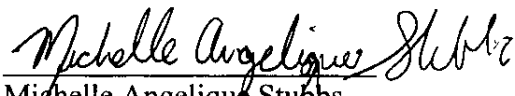
- b. Kenisha Wakeelah Cross-MGRM
864 Carlsbad Street
San Diego, California 92114

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IN WITNESS WHEREOF, these Articles of Organization have been executed by the organizer on this the 16 day of April, 2008, by the undersigned.

In accordance with section 608.403 (3) Florida Statutes, the execution of this Document constitutes an affirmation under penalties of perjury that the facts stated herein are true.


Michelle Angelique Stubbs
Organizer