

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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To:

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From:

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: *gimmediato@zoompayday.com*

FLORIDA/FOREIGN LIMITED LIABILITY CO.
ZOOM HOLDING, LLC

Certificate of Status	0
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Corporate Filing Menu

Help

JAN 29 2010

FAX AUDIT # H10000019903

**ARTICLES OF ORGANIZATION
OF
ZOOM HOLDING, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is ZOOM HOLDING, LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal office address of the Company is:

9350 S. Dixie Highway
Suite 1440
Miami, FL 33156

The mailing address of the Company is:

9350 S. Dixie Highway
Suite 1440
Miami, FL 33156

**ARTICLE III
REGISTERED AGENT AND OFFICE**

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

Genaro R. Immediato
9350 S. Dixie Highway
Suite 1440
Miami, FL 33156

**ARTICLE IV
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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ARTICLE V **MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Managers shall serve in such capacity until their successors are duly elected and qualified.

The names and addresses of the initial Managers are as follows:

<u>Title:</u> Manager	<u>Name and Address:</u> John B. Rincon 9350 S. Dixie Highway, Suite 1440 Miami, Florida 33136
Manager	Juan A. Rincon 9350 S. Dixie Highway, Suite 1440 Miami, Florida 33136

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ARTICLE VI **DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

ARTICLE VII **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

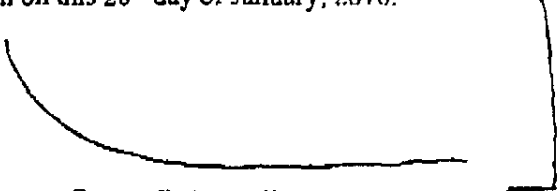
IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 28th day of January, 2010.

Genaro R. Immediato
Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ZOOM HOLDING, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that he is familiar with, and accepts, the obligations of such position on this 28th day of January, 2010.



Genaro R. Immediato

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