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FLORIDA LIMITED LIABILITY CO.  
Vertical Commerce Solutions, LLC

Certificate of Status	1
Certified Copy	1
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T. CLINE

JUN 13 2011

EXAMINER

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**ARTICLES OF ORGANIZATION**  
**OF**

**VERTICAL COMMERCE SOLUTIONS, LLC**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is:

**VERTICAL COMMERCE SOLUTIONS, LLC**

2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.

3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.

4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is:

485 Brickell Avenue  
Suite 3710  
Miami, Florida 33131

5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is:

*Jay P. Parker, Esq.*  
*c/o BELOFF PARKER PLC*  
*1691 MICHIGAN AVENUE, SUITE 320*  
*MIAMI BEACH, FLORIDA 33139*

6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

Managing Member: Ron Bloom  
485 Brickell Avenue  
Suite 3710  
Miami, Florida 33131

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

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8. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.
9. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
10. **Management.** The business of the company shall be reserved to and conducted under the exclusive management of its Managing Member according to the provisions of an operating agreement to be entered into by the Members of the Company.

Dated: June 9 2011

By:   
\_\_\_\_\_  
RON BLOOM

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: VERTICAL COMMERCE SOLUTIONS, LLC
  
- 2. The name and the Florida street address of the registered agent are:

**JAY P. PARKER, ESQ.  
c/o BELOFF PARKER PLC  
1691 MICHIGAN AVENUE, SUITE 320  
MIAMI BEACH, FLORIDA 33139**

*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.*

  
\_\_\_\_\_  
JAY P. PARKER, ESQ. - BELOFF PARKER, PLC

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