

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 JUN -7 PM 3:58

AP 6/7/95

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY He _____

WALK-IN Will Pick Up 67 _____

RE: Zinga Ventures, L.C.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -	4000001509084	
<input type="checkbox"/> Fictitious Name File	06/08/95 01110-023	
	++++337.50	++++337.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

95 JUN -7 PM 3:58

ARTICLES OF ORGANIZATION

FOR

ZINGA VENTURES, L.C.,

A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

ZINGA VENTURES, L.C.

ARTICLE II - Address

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

1125 N.E. 7th Avenue
Dania, Florida 33004

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Z. Teresa Gusiatina
1125 N.E. 7th Avenue
Dania, Florida 33004

ARTICLE V - Admission of Additional Members

The remaining members shall have the right to admit additional members and the terms and conditions of the admissions shall be as unanimously agreed upon by all members.

ARTICLE VI - Members Rights to Continue Business

The remaining members of this limited liability company shall have the right to continue the business of this company notwithstanding 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 this limited company.

ARTICLE VII - Powers

This limited liability company shall have all powers and authorities as set forth in Florida Statute 608.404 (1993) and as hereafter supplemented or amended.

ARTICLE VIII - Registered Agent and Street Address

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN -7 PM 3:59

Pursuant to the provisions of section 608.415 or 608.507 of the Florida Statute (1993) this Limited Liability Company designates as its initial registered agent and the street address of said registered agent as follows:

<u>NAME</u>	<u>ADDRESS</u>
DAVID F. HANNAN	8211 West Broward Blvd. Suite 460 Plantation, Florida 33324

IN WITNESS WHEREOF, I, Z. TERESA GUSIATINA, sign these Articles of Organization for ZINGA VENTURES, L.C., stating that the facts set forth hereinabove are true and that I am a member of this Limited Liability Company on this 6 day of June, 1995.


Z. TERESA GUSIATINA

ACKNOWLEDGMENT

Having been named as the 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.

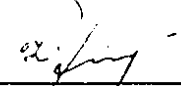

DAVID F. HANNAN
REGISTERED AGENT

DATE: June 6, 1995

AFFIDAVIT OF MEMBERSHIP

That being a member of ZINGA VENTURES, INC., deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the member(s) is \$10,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$0.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amounts from 2 and 3 above.


Z. TERESA GUSIATINA
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After August 21, 1996, If Dissolved, Minimum Amount Due To Reinstatement: \$738.75

APPROVED
AND
FILED

65 MAY 01 1112:01
STATE
FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra D. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$263.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT # L95000000426**

ZINGA VENTURES, L.C.
1125 N.E. 7TH AVE.
DANIA FL 33004

1a. Principal Place of Business Address

1125 N.E. 7TH AVE.
DANIA FL 33004

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business ↳ above	2a. Mailing Address ↳ above
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

3. Date Organized or Qualified 06/07/1995	3a. State of Formation FL
4. FCI Number 65-0589586	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$5.75 Additional Fee Required

7. Name and Address of Current Registered Agent

HANNAN, DAVID F
8211 WEST BROWARD BLVD., SUITE 460
PLANTATION FL 33324

8. Name and Address of New Registered Agent

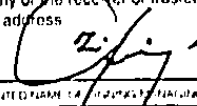
Name _____
Street Address (P.O. Box Number is Not Acceptable) _____
Suite, Apt. #, etc. _____
City _____ Zip Code **FL**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (FCI) (Registered Agent to provide required when re-appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GUSIATINA, TERESA Z	1125 N.E. 7TH AVE.	DANIA FL
<p>200001874022 -06/25/96--01002--025 ****247.50 ****247.50</p> <p>REMITTED BY MAY 1</p>			

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address

SIGNATURE:  Teresa Z. Gusiatina MGRM
6/19/96 914-921-5146