

296000000480

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(904) 222-2666

Requestor's Name
Address
City/State/Zip
Phone #

900001804529
-05/02/96--01032--001
****337.50 ****337.50
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Virtua Holdings, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 APR 30 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 APR 30 PM 11:10
DIVISION OF CORPORATION

8AB
4/30/96

ARTICLES OF ORGANIZATION

of

VIRTUA HOLDINGS, L.C.

FILED

96 APR 30 PM 12:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned initial member of Virtua Holdings, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

VIRTUA HOLDINGS, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on April 30, 1996, and shall continue until December 31, 2046, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

1309 Washington Avenue
Miami Beach, Florida 33139
Attention: Joseph Sabga

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

1309 Washington Avenue
Miami Beach, Florida 33139
Attention: Joseph Sabga

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation
c/o Zack, Sparber, Kosnitzky, Spratt & Brooks
100 S.E. 2nd Street, Suite 2800
Miami, Florida 33131

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those existing members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the existing members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGEMENT OF THE COMPANY

The Company shall be managed by the members of the Company whose names are set forth below:

Paul Kavuma
1309 Washington Avenue
Miami Beach, Florida 33139

Joseph Sabga
1309 Washington Avenue
Miami Beach, Florida 33139

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned Initial member has executed the foregoing
Articles of Organization as of this 29th day of April, 1996.

INITIAL MEMBER:

Joseph Sabga

By: _____

Joseph Sabga, Initial Member

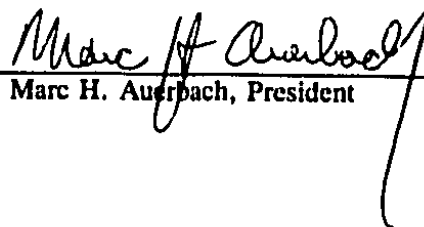
**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of Virtua Holdings, L.C., in its Articles of
Organization, at the place designated in such Articles of Organization, the undersigned hereby
agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of
such position.

KTG&S Registered Agent Corporation

By:



Marc H. Auerbach, President

Dated: April 29, 1996

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of Virtua Holdings, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hercof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$2,000,000.00

4. There have been no contributions to the Company made by the members other than cash contributions and contribution of promissory notes.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: April 29, 1996

INITIAL MEMBER:

By: _____

Joseph Sabga, Initial Member

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA