

L96000001226

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November 13, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200002007882--8
-11/19/96--01084--001
****285.00 ****285.00

Re: VIRTUAL WHOLESALE CLUB, L.C.

Dear Sir/Ms.:

Enclosed is an original and one copy of the Articles of Organization for the above-referenced limited liability company, an Affidavit of Membership and Contributions, and a check in the amount of \$285.00 representing the filing fee and resident agent fee.

Please return a stamped copy of the Articles of Organization to our office. Thank you for your assistance in this matter.

Sincerely yours,

Sylvia Whitaker

Sylvia Whitaker
Paralegal

:sw
Enclosures

Dmc
11/22/96

FILED
96 NOV 21 PM 1:45
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
VIRTUAL WHOLESALE CLUB, L.C.**

FILED
96 NOV 21 PM 1:45
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is: **VIRTUAL WHOLESALE CLUB, L.C.**

ARTICLE II -- Duration:

The period of duration for the Limited Liability Company shall be perpetual or until dissolved in a manner provided by law.

ARTICLE III -- Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 20 East Melbourne Avenue, Melbourne, Florida 32901, and such other place or places as the members from time to time may determine.

ARTICLE IV -- Registered Agent and Registered Office:

The name of the registered agent for the limited liability company is Rajiv Chandra, M.D., and the address of the initial registered office of the limited liability company is 20 East Melbourne Avenue, Melbourne, Brevard County, Florida.

ARTICLE V -- Admission of Additional Members:

The right of the members to admit additional members and the terms and conditions of the admissions shall be: Additional members may be admitted to the Company only upon the unanimous vote of the existing members. New members may be admitted upon such terms and conditions as the existing members may determine.

ARTICLE VI -- Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the

business on 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 the limited liability company shall be: the members may specify by regulation or operating agreement that the Company shall be dissolved unless within ninety (90) days after such event, the remaining members agree in writing to continue the business of the Company.

ARTICLE VII -- Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Rajiv Chandra, M.D.	20 East Melbourne Avenue Melbourne, Florida 32901
Holly E. Widdoes	20 East Melbourne Avenue Melbourne, Florida 32901

ARTICLE VIII -- Purpose:

The limited liability company is organized to provide education and sales material to the public. The Company shall have all powers granted to limited liability companies under Florida law. The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Company and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Company otherwise permitted by law.

IN WITNESS WHEREOF, a Member has caused these Articles of Organization to be executed this 13th day November 1996.



RAJIV CHANDRA, M.D.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Virtual Wholesale Club, L.C., as the registered agent of this limited liability company, hereby consents to the appointment as registered agent of the Company. 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 obligation of my position as registered agent.




Rajiv Chandra, M.D., Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of VIRTUAL WHOSESale CLUB, L.C., 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 \$ 200.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereof.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$ 200.00. This total includes amounts from 2 and 3 above.



Signature of member or authorized representative of a member. (In accordance with section 606.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)