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PROTECT FILE
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 173240 4340059

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pizut

ORDER DATE : December 3, 1996

ORDER TIME : 10:45 AM

ORDER NO. : 173240-005

CUSTOMER NO: 4340059

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CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP

2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC FILING

NAME: APOLLO INDUSTRIES, L.C.

EFFECTIVE DATE:

XXXX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

96 DEC -3 PM 12:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE

24
12-4-96

**ARTICLES OF ORGANIZATION
OF**

APOLLO INDUSTRIES, L.C.

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96 DEC -3 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be Apollo Industries, L.C. (the "Company"). The initial mailing address and the street address of the principal office of Company in Florida shall be 407 Lincoln Road, Miami Beach, Florida 33139.

ARTICLE II. DURATION

The company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate on December 31, 2046, unless the Company is dissolved as provided in these Articles of Organization, by law or in a written agreement among all of the members.

ARTICLE III. PURPOSES AND POWERS

The general purposes for which the Company is organized are to provide internet services and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Steven K. Baird, Esq., 201 S. Biscayne Boulevard, Suite 2400, Miami, Florida 33131.

ARTICLE V. ADMISSION OF NEW MEMBERS

The Company may have both members with voting rights in the management of the Company and members without such voting rights. No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company having voting rights. Such additional members shall have such voting rights, if any, and shall be admitted upon such other terms

and conditions, as shall be determined by all such members having voting rights. A member may transfer his or her interest in the Company as set forth in the regulations of the Company but, except as may be provided in the regulations of the Company or in any written agreement among all of the members of the Company with voting rights, the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member with voting rights in the management of the Company unless all the other members of the Company with voting rights other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI. VOTING RIGHTS

Any reference in these Articles of Organization, the regulations of the Company, any agreement among members of the Company or any other document regarding the Company to decisions regarding the management of the Company by agreement, vote or consent of the members of the Company shall mean the unanimous agreement, vote or consent of all of the members of the Company then having voting rights in the management of the Company unless such reference expressly provides otherwise.

ARTICLE VII. AMENDMENT OF ARTICLES

These articles may be amended only by the unanimous written consent of all members then having voting rights in the management of the Company.

ARTICLE VIII. TERMINATION OF EXISTENCE

Except as otherwise provided in a written agreement among all members of the Company having voting rights, the Company shall be dissolved upon the retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or as provided in these Articles of Organization or the regulations of the Company, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members having voting rights, provided there are at least two remaining members.

ARTICLE IX. MANAGEMENT

The management of the Company shall be reserved to the members then having voting rights, in accordance with regulations adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company. The regulations and written agreements may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial managing members of the Company are:

NAME

Donald Townsend

Matthew Hickey

ADDRESS

7881 Jackson Road
Ann Arbor, MI 48103

7881 Jackson Road
Ann Arbor, MI 48103

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed and affirmed under oath these Articles of Organization at Miami Beach, Florida, for the foregoing uses and purposes this 20 day of November, 1996.



Donald Townsend,
authorized member.

ACCEPTANCE OF REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the person named in the Articles of Organization of Apollo Industries, L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited liability company under Florida law.

Steven K. Baird
Steven K. Baird
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
APOLLO INDUSTRIES, L.C.

FILED
96 DEC -3 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Donald Townsend hereby states and affirms, on oath pursuant to Fla. Stat. section 608.408, as follows, that:

He is one of the managing members of Apollo Industries, L.C., a Florida limited liability company (the "Company"), which has at least two members and has reserved management to the members.

The members of the Company anticipate that they will make capital contributions of up to ten thousand dollars (\$10,000) to the Company.

As of this date, the members have contributed less than 10% of their maximum projected capital contributions as set forth above.

FURTHER AFFIANT sayeth not.


Donald Townsend

30 November 1996