

L97000000380

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

March 31, 1997

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

000002130380--5  
-04/01/97--01083--001  
\*\*\*\*285.00 \*\*\*\*285.00

Subject: INFORMATION PROVIDER ADVERTISING SERVICES, L.C.


Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$ 250.00 Filing Fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. please send one check for the total amount made payable to the Florida Department of State.

From:

  
Harold M. Garber  
P.O. Box 612075  
North Miami, FL 33161  
Daytime Telephone (305) 895-0420

FILED  
97 APR -1 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 2 BSB

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**FILED**

97 APR -1 AM 11:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**INFORMATION PROVIDER ADVERTISING SERVICES, L.C.**

**ARTICLE II - Address:**

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

Mailing Address: P.O. Box 612075  
North Miami, FL 33161

Street Address: Suite 1407  
18181 NE 31 Court  
North Miami Beach, FL 33160

**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 a manger or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the names and address(es) of the managing member(s) is/are:

Frank Hahn  
18181 NE 31 Ct. #1407  
North Miami Beach, FL 33160

Harold M. Garber  
20379 West Country Club Dr. #1136  
North Miami Beach, FL 33180

**ARTICLE V - Admission of Additional Members:**

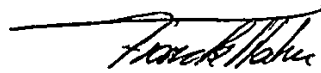
The Company shall admit new members as follows:

All existing members shall first receive notice of the intent to admit a new member. Such notice shall be in writing and sent out ten (10) days prior to the date which the new member intends to join. Upon the 10th day or any time set in the written notice, all the existing members shall vote to allow the new member to join. It is agreed that a vote of 66% of the existing members of record shall be necessary to ratify the acceptance of the new member. It shall be a condition that such new member deposit a sum equal to the percentage of paid-in capital the new member is to be assigned.

Such deposit shall be made before said new member shall be considered for membership in escrow with the attorneys designated by the company at the time notice is sent to the existing members of record. Acceptance of the new member shall constitute immediate authority of the company attorney to deposit all the sums into the company's account and said amount shall be designated (additional) paid-in capital.

**ARTICLE VI - Members Right to Continue Business:**

In case of death, retirement, resignation or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited company, the remaining members shall have the right to continue operating the company as if the member were still a participating member. Upon such occurrence the former member or his heirs, designee, trustee or person shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period which shall be conclusive. At the end of such distribution period, the former member, its/his/her heirs/estate, designee or trustee shall be entitled to receive the corresponding percentage of ownership of said member at the then current value payable in five (5) equal annual installments. Current value shall be defined by the company's accountants which determination shall also be final.



FRANK HAHN, Organizing Member



HAROLD M. GARBEN, Organizing Member

State of Florida       )  
                                  ) ss.  
County of Dade        )

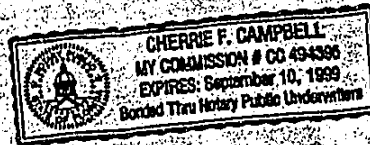
BEFORE ME, the undersigned authority, this day personally appeared FRANK HAHN

and HAROLD M. GARBER, to me well known to be the persons who executed the above and foregoing Articles of Organization for INFORMATION PROVIDER ADVERTISING SERVICES, L.C., and being by me first duly sworn, depose and state that they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 31 day of March, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of INFORMATION PROVIDER ADVERTISING SERVICES, 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 members is \$ 5,000.00
3. if any, the agreed value of property other than cash contributed by the members is \$ -none-  
A description of the property is attached and made a part hereto.
4. the amount of cash or property anticipated to be contributed by members is \$ 5,000.00
5. the total amounts of 2, 3 and 4 is \$ 10,000.00

  
FRANK HAHN, Organizing Member

  
HAROLD M. GARBER, Organizing Member

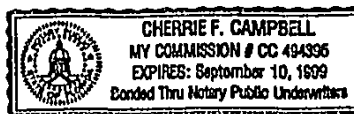
State of Florida )  
                          ) ss.  
County of Dade )

BEFORE ME, the undersigned authority, this day personally appeared FRANK HAHN and HAROLD M. GARBER, to me well known to be the persons who executed the above and foregoing Articles of Organization for INFORMATION PROVIDER ADVERTISING SERVICES, L.C., and being by me first duly sworn, depose and state that they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 31 day of March, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

INTERNET PROVIDER ADVERTISING SERVICES, L.C.

2. The name and address of the registered agent and office is:

Harold M. Garber, Esq.  
Garber & Campbell, P.A.  
12000 Biscayne Blvd. #216  
Miami, FL 33181

FILED  
97 APR - 1 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
\_\_\_\_\_  
Harold M. Garber

3/31/97