

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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1.) Activa Marketing & Investment Group, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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SECRETARY OF STATE
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ARTICLES OF ORGANIZATION

of

ACTIVA MARKETING & INVESTMENT GROUP, L.C.

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The undersigned initial member of ACTIVA MARKETING & INVESTMENT GROUP, 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:

ACTIVA MARKETING & INVESTMENT GROUP, 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 upon filing of these Articles of Organization with the Florida Department of State 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:

19355 N.E. 3 Court, Unit 18K
Aventura, Florida 33180

Article IV. STREET ADDRESS OF COMPANY

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

19355 N.E. 3 Court, Unit 18K
Aventura, Florida 33180

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:

Gregg S. Truxton
Bolaños, Truxton & Youngs, P.A.
2121 Ponce De Leon Boulevard, Suite 600
Coral Gables, Florida 33134

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 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 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 managers, 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 managers 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 or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of those members of the Company owning a "majority in interest", as defined in Revenue Procedure 94-46, or by written content of those members of the Company owning a "majority in interest".

Article IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as the manager until the first annual meeting of members or until his successor is elected and qualify.

**Jose R. Azout
19355 N.E. 36 Court, Unit 18K
Aventura, Florida 33180**

Article X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or her 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.

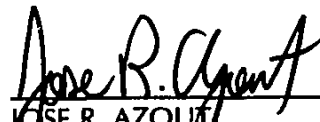
Articles XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed 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.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 13 day of June, 1997.

INITIAL MEMBER:



JOSE R. AZOUT

**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 ACTIVA MARKETING &
INVESTMENT GROUP, 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.



Gregg S. Truxton
2121 Ponce De Leon Boulevard
Suite 600
Coral Gables, Florida 33134

Dated: June 13, 1997

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TALLAHASSEE FLORIDA

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 members of ACTIVA MARKETING & INVESTMENT GROUP, L.C., a Florida limited liability company (the "Company"), who, upon duly sworn, certify the following:

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

\$1,000.00

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

\$249,000.00

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

Under penalties of perjury, the undersigned, as one of the initial members of the Company, declare that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Dated: June 13, 1997

INITIAL MEMBER:

Jose R. Azout
JOSE R. AZOUT

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TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

Acknowledged before me this 13 day of June, 1997 by Jose R. Azout. He ☒ is personally known to me or () who produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification.

COMMISSION/EXPIRATION STAMP:

Miriam Benitez
Print Name:
NOTARY PUBLIC, STATE OF FLORIDA

