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Mark Hankins, P.A.

Mark S. Hankins  
710 Brickell Key Blvd, Suite 604  
Miami, Florida 33131

October 6, 1997

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-10/08/97-01032--007  
\*\*\*\*337.50 \*\*\*\*337.50

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

RE: Online Export USA, L.L.C.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Organization for the above referenced limited liability company, and funds of \$337.50 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,  
MARK HANKINS, P.A.

  
Mark Hankins, Esq.

FILED  
97 OCT 16 PM 1:58  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

W-23114

OCT 17 1997



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 9, 1997

**MARK M HANKINS ESQUIRE**  
**710 BRICKELL KEY BLVD STE 604**  
**MIAMI, FL 33131**

**SUBJECT: ONLINE EXPORT USA, L.L.C.**  
**Ref. Number: W97000023114**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Note: Name  
Has changed  
- MSH*

We have received your document for ONLINE EXPORT USA, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

**Freida Chesser**  
Corporate Specialist

Letter Number: 297A00049626

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

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ARTICLE I - Name:

The name of the Limited Liability Company is:

Hudson Industrial, L.L.C.

ARTICLE II - Address:

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

Hudson Industrial, L.L.C.  
345 Ocean Drive Ste 820  
Miami Beach, FL 33139

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Christian Franke  
345 Ocean Drive Ste. 820  
Miami Beach, FL 33139

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

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

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continued membership of a member in the limited liability company shall be:

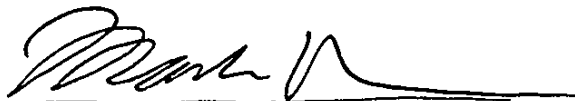
The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

FLORIDA INCORPORATORS, INC.  
1221 Brickell Ave., Ste. 900  
Miami, FL 33131

DATED: October 10, 1997




Mark Hankins  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.

By:   
Mark Hankins  
President

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of HUDSON INDUSTRIAL, L.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 \$150,000.
- 3) If any, the agreed value of property other than cash contributed by member(s) is: NONE.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$150,000. This total includes amounts from 2 and 3 above.

  
Christian Franke, Member

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3) Florida Statute the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

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