

**98000000208**

ACCOUNT NO. : 072100000032

REFERENCE : 710597 151289A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 293.75

ORDER DATE : February 18, 1998

ORDER TIME : 12:11 PM

ORDER NO. : 710597-005

CUSTOMER NO: 151289A

CUSTOMER: Mr. Sean Biddiscombe  
PERSONAL COMMUNICATIONS GROUP,  
INC.  
Suite 300  
2401 East Atlantic Boulevard  
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: GOLDEN INTERNET, LLC.

100002434231--2

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED  
98 FEB 18 PM 4:30  
RECEIVED  
98 FEB 18 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

*L98-208*

Name Availability	<i>OK 2/19</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 18, 1998

BRENDA PHILLIPS  
CSC

SUBJECT: GOLDEN INTERNET, LLC  
Ref. Number: W98000003674

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
98 FEB 19 AM 8:29  
DIVISION OF CORPORATIONS

We have received your document for GOLDEN INTERNET, LLC and the authorization to debit your account in the amount of \$293.75. However, the document has not been filed and is being returned for the following:

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 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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 798A00009403

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
GOLDEN INTERNET, LLC**

The undersigned natural persons of the age of eighteen years or more acting as the sole organizers of a limited liability company under the Florida Limited Liability Company Act (the "Act") hereby adopts the following Articles of Organization for **Golden Internet, LLC** (the "Company").

**ARTICLE I  
NAME**

The name of the Company is **Golden Internet, LLC**.

**ARTICLE II  
DURATION OF THE COMPANY**

Section 2.01 **Period of Duration.** The period of duration of the Company is until the close of company business on December 31, 2028 or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

Section 2.02 **Construction.** Notwithstanding the provisions of Section 2.01, the Company will not be dissolved and terminated if the members of all classes of interests elect, within ninety (90) days after the occurrence of any event of dissolution, to continue the business of the Company and to admit a new member.

**ARTICLE III  
PURPOSE AND BUSINESS**

The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act and to conduct and promote any business in connection therewith.

**ARTICLE IV  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company in the State of Florida is 2401 E. Atlantic Blvd. #300, Pompano Beach, Florida 33062.

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**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Company in the State of Florida is 2401 E. Atlantic Blvd. #300 Pompano Beach, FL 33062. The name of its initial registered agent at such address is Sean Biddiscombe.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the Managing Members. The names and addresses of the Managing Members shall be as follows:

1. **Global Internet Information Services (GIIS)**  
P.O. Box 2067  
Englewood, CO 80150-2067  
Todd Nelson, President
2. **Personal Communications Group, Inc.**  
2401 E. Atlantic Boulevard Suite #300  
Pompano Beach, FL 33062  
David Decker, President

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**ARTICLE VII  
MEMBERSHIP INTEREST**

**Section 7.01 Rights and Powers.**

**A. Number of Membership Interest.** The Company shall have authority to issue a maximum of eighty (80) Units of participation of membership interest, and the amount of capital represented by such Units of participation of membership interests in the aggregate shall be \$800,000. The Company's Founders will own a total of eighty (80) units or eighty percent (80%) of the total membership interest from the Company's inception date. (Refer to Exhibit A Initial Founder Ownership Distribution)

**Section 7.02 Rights of the Membership Interest.**

**A. Voting Rights and Powers.** On any matter, with respect to which the holders of the units of participation of outstanding membership interest are entitled to vote, each such member shall be entitled to cast one (1) vote in person or by proxy for each unit of participation standing in his name.

**B. Other Rights.** Except as otherwise required by the Florida Limited Liability Company Act or as otherwise provided in this Articles of Organization, each unit of the

membership interests shall have identical powers, preferences and rights, including rights of liquidation.

**Section 7.03 Issuance of the Membership Interest.** The Company may from time to time authorize the issuance of any or all units of participation of the membership interest herein authorized in accordance with the terms and conditions set forth in Articles of Organization for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration, in one or more series, all as the company in its discretion may determine and without any vote or other action by the members, except as otherwise required by law.

## **ARTICLE VIII ACTION BY CONSENT**

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of the members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of two hundred and four (204) votes which is necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. A fifty one percent (51%) majority of the issued and outstanding units at any point in time is required to carry out actions deemed necessary for the Company.

## **ARTICLE IX OFFICER INDEMNIFICATION**

An officer of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the officer's capacity as an officer, except that this Article IX does not eliminate or limit the liability of an officer to the extent the officer is found liable for (i) a breach of the officer's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the officer receive an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer's office; or (iv) an act or omission for which the liability of an officer is expressly provided by an applicable statute. Any repeal or amendment of this Article IX by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of an officer of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the officer of the Company is not liable as set forth in the preceding sentences, the officer shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of an officer or of a director of a corporation.

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OCT 17 PM 4:30  
CLERK OF STATE  
TAMPA

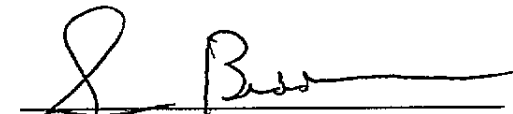
**ARTICLE X  
AMENDMENT**

The Company reserves the right to amend, alter, change, add to or repeal any provision contained in this Articles of Organization in the manner now or hereafter prescribed by the Florida Limited Liability Company Act, and all rights herein conferred are granted subject to this reservation. A minimum of fifty one percent (51%) of the total Unit(s) authorized is necessary for the Articles of Organization to be modified, altered, and/or changed from the original Articles of Organization for Golden Internet, LLC.

**ARTICLE XI  
ORGANIZERS**

The name of the organizers of the Company are Sean Biddiscombe and Mark Lang, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 17th day of February, 1998.

  
Sean Biddiscombe, Organizer

  
Mark Lang, Organizer

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02 FEB 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**  
**INITIAL FOUNDERS OWNERSHIP**

<u>NAME</u>	<u>ADDRESS</u>	<u>TOTAL UNITS</u>
1. Global Internet Information Services	P.O. Box 2067 Englewood, CO 80150	128 Units
2. Personal Communications Group Incorporated	2401 E. Atlantic Blvd #300 Pompano Beach, FL 33062	16 Units
3. Unimar Consultants, Inc.	2401 E. Atlantic Blvd. #200 Pompano Beach, FL 33062	32 Units
4. David Decker	2401 E. Atlantic Blvd. #300 Pompano Beach, FL 33062	40 Units
5. Sean Biddiscombe	2401 E. Atlantic Blvd. #300 Pompano Beach, FL 33062	40 Units
6. Robert M. Pearl	901 E. Curtis #4 Pasadena, TX 77502	30 Units
7. Russell Wunschel	805 N. Main St. Carroll, IA 51401	18 Units
8. Robert L. Hill	2045 Wycliffe W. Bloomfield, MI 48323	12 Units
9. Nicholas P. Poulos	9 Pebble Hill Rd. North DeWitt, NY 13214	4 Units
10. Golden Internet, LLC	2401 E. Atlantic Blvd. #300 Pompano Beach, FL 33062	80 Units

**TOTAL UNITS AUTHORIZED, ISSUED**  
**AND OUTSTANDING (INITIAL) =** **400 Units**

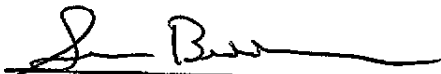
Any of the Units of Golden Internet, LLC may be sold, granted, issued or transferred at the discretion of the Managing Member listed above. Any amendments to the Initial Ownership will be conducted in accordance to the Articles of Organization.

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 SECRETARY OF STATE  
 MIAMI

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Golden Internet, LLC 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 \$ 920,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 920,000. This total includes amounts from 2 and 3 above.

  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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90 FEB 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILING FEE: \$ 250 for Articles of Organization and Affidavit**