

00524 Anticipated amount

00789-01127-00671

7/22/98

L980000001523

SEAN JONER

SUPERVISOR OF LLC'S,

GOODMORNING/GOOD DAY, SEAN. WHEN I CALLED YOUR LLC OFFICES. I WAS TOLD THAT I NEED THE FOLLOWING TO FILE MY COMPANY

1. CHECK FOR \$285.
2. ARTICLES OF ORGANISATION
3. ACCEPTANCE OF REGISTERED AGENT.
4. SELF ADDRESSED STAMPED ENVELOPE.

PLEASE LET ME KNOW IF I NEED ANYTHING ELSE.. I AM DOING THIS WITHOUT MUCH FORMAL HELP... SO I APPRECIATE ALL ADVICE FROM YOU.

THANKS

Harun Khan

E MAIL : UBETIKHAN@AOL.COM

Universal Business Enterprises and Technologies

9701 Elm Street
Miramar, FL 33063

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****285.00 ****285.00

L98-1523

Name Availability	met
Document Examiner	met
Updater	met
Updater Verifier	met
Acknowledgement	met
W. P. Verifier	met

927-807

FF \$285.

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 13, 1998

HARUN KHAN
UNIVERSAL BUSINESS ENTERPRISES AND TECH
9701 ELM STREET
MIRAMAR, FL 33063

SUBJECT: UNIVERSAL BUSINESS ENTERPRISES AND TECHNOLOGIES LC
Ref. Number: W98000017126

We have received your document for UNIVERSAL BUSINESS ENTERPRISES AND TECHNOLOGIES LC and your check(s) totaling \$285.00. 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 one member; (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 list the maximum anticipated. If you do not know how much is anticipated, make a statement that if any more contributions are made, a supplemental affidavit will be filed at that time with this office.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00042062

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Universal Business Enterprises and Technologies LC

Harun Khan
Executive President

Articles of Organization

Florida:
9701 Elm Street
Miramar, FL
(954) 435-0316 phone/fax

Kentucky:
1935 Gardiner Lane D46
Louisville, KY
(502) 473-7341 phone/fax

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UNIVERSAL BUSINESS ENTERPRISES AND TECHNOLOGIES (UBET) LIMITED COMPANY (LC)
Articles of Organization

I. Article I – Universal Business Enterprises and Technologies

A. The company shall be named Universal Business Enterprises and Technologies LC hereinafter called UBET LC.

B. UBET is formed under Florida statutes, title XXXVI, Chapter 608 to conduct all businesses in its powers under 608.404 and transact any lawful business that will aid state, county, municipal and federal policy.

C. UBET intends to organize other LC's, corporations and other entities to conduct its business on behalf of its members.

II. Article II – 9701 Elm St., Miramar, FL 33025

A. It must be acknowledged that companies especially during startup operations, may change either their mailing and or operating base as deemed fit to conduct business. UBET will furnish any changes of the above to the Department of State within reasonable time.

B. The principal office may be co-located with either the above or with the registered agent's address. The principal office and mailing address designated at this time to be located at the address listed above.

III. Article III – Duration

A. UBET, at present, chooses to limit its period of duration to 30 years. This duration will start count as chosen by UBET, within 5 days prior to the date of approval and acknowledgement by the Department of State's issuance of a certificate of organization.

B. UBET shall retain the right under 608.407 to continue as perpetual during its duration.

C. Since the period is optional, UBET shall refrain from notifying the Department of State if the decision to perpetuate is made.

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IV. Article IV – Initial Registered Agent

A. UBET has appointed Hamid Niamat, as its designated agent. Thus being registered, Hamid Niamat is familiar with his/her duties as the initial registered agent in the state, pursuant to chapter 608. He/She accepts the obligations of the position.

B. Whether or not the designated agent continues in the position, after initial startup, any change in the registered agent position will cause the company to notify Florida State Department within reasonable time.

C. In the event of any unforeseen absence due to illness, negligence, injury, vacation, time off, death, accident, etc. of the registered agent a person can be temporarily appointed to fulfill those duties. Such a person can be selected by agreement of the member(s). No vote is necessary nor is a requirement to file formal notice to the state department imposed.

1. For any reason, as determined by the member(s), authority as designated agent may be assumed by a member. Such assumption may continue indefinitely or until a new agent is designated. If a temporary designee continues for a period of more than 6 months, notification will be presented to the state department within reasonable time after the 6-month period. The appointment of a new permanent agent will trigger notification to the state.

2. The registered agent is not, under this filing, a member(s). However, the registered agent may become a member under the terms and conditions for the admission of additional members. The member(s) retain the right to act, at anytime determined, in place of the registered agent utilizing full authority for any or all signatory purposes in the execution of company business.

3. The registered agent acts, on behalf of the business with the guidance and per the instructions of the member(s), in the best interests of the company. The registered agent recognizes his/her obligations as outlined in the "Submission of Obligations" letter required by the state.

4. The registered agent, under normal conditions reports to and takes Instruction and guidance and leadership from the members.

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D. Statement of Acceptance (Submission of Agents' acceptance to the Department of State) – See Appendix A.

5. If a registered agent resigns, the registered office is continued on the 31st day after the day the statement (of resignation) is filed. However, all signatory powers of the said registered agent shall be rendered void without the co-authorship and signatory affirmation of all the member(s).

6. All compensations to the registered agent from UBET, in terms of wages, income, benefits, dividends, profit sharing etc shall be determined by the member(s) and shall be separate from these articles. A registered agent is considered in default of his/her responsibilities if compensation from a conflicting hostile, competing, similar company is accepted in cash, property, and promissory or any other form of payment without the express consent of the member(s).

7. The registered agent is hereby permitted to act, upon consent, in a managerial capacity in the best interest of UBET and its holdings within the guidelines stated herein.

8. UBET retains the right to conduct business in its best interest and hence change registered agent with assurance to business goals. The change of registered agent rests in the powers of the members with the vote of a 70% majority of the membership. Such change may be based upon the aforementioned and is to include incompetence, conflict of interest, improper practices or as otherwise determined by the member.

9. The registered agent conducts duties solely on behalf of UBET and its members. Any outside employment must be approved by the member.

V. Article V- Management of UBET and Contributions to Capital.

A. The management of UBET, LC shall be vested in its members in proportion to their contributions to the capital of the LC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

B. The following table recognizes members and their contributions to UBET in awarded percentages based on cash, property, services rendered (research, typing, collating, printing, computer work, exchange services

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**obligation to perform services, assumption of costs for
equipment rental, meeting room setup, intellectual
contributions etc.**

MEMBER	RELATIVE CAPITAL ACCOUNT (%)	
Dianne Persad 94-218 th St, Queens Village New York, NY 11428	cash \$3000.00	10%
Tammy Khan 1935 Gardiner Lane D46 Louisville, KY 40205	cash \$1500.00	5%
Ismail Khan 1009 Woodmount Dr New Albany, IN 47105	cash \$1500.00	5%
Ayesha Khan 1009 Woodmount Dr New Albany, IN 47105	cash \$1500.00	5%
Harun Khan 1935 Gardiner Lane D46 Louisville, KY 40205	intellectual, property, services rendered plus cash \$2500.00	65% 10%
	Total for H. Khan	75%

- C. Any or all members are entitled to contribute, at anytime, capital infusion for continued growth and development of said company without change to initial membership percentages. Reimbursement to further capital shall be settled by agreement of a majority of the members in separate agreement(s).
- D. No member shall engage in communication, business(es) that conflicts in anyway (to include business strategy, information, opinions, reports, statements, policy or financial data etc) and is not consistent with the best interest of UBET including arbitrage, long term prospects, interests, social, economic, legal or other detrimental effects on employees, suppliers, customers, members or subsidiaries of UBET and the community. Such action is determined as cause for expulsion and action per the Florida statues. Shares left standing as a result may be distributed to the members based on current percentages. Fines and penalties will be settled in accordance with Florida statutes or in accordance with the Articles of Organization.

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- E. **Members, for the sake of conducting external business can elect to use the title of president. Since the majority contributor will be conducting a substantial portion of UBET's transactions that the Company will be managed by its managers named above. Member can choose to use the title of Executive President.**
- F. **The Company will be managed by its members named above.**

VI Article VI- Admission of Additional Members

- A. **The Company retains the right to admit additional members.**
- B. **The members realize that details for each new member's addition may vary. Thus, the terms and conditions stated under Article V reflect only basic mandatory requirements. (BMR) Where any deviation from the BMR is necessary to admit a new member a confidence vote (70% agreement) is required from the members.**
- C. **Basic Mandatory Requirements (BMR)**

1. No new additional member shall be able to purchase, own, hold, transfer, acquire, by any means including interest, stock, property, investment, contribution to capital, an amount greater than 20% of the current worth of the company and/or a maximum of 100% of the relative capital account. Any deviations to this proviso must be approved by a 70% agreement, by the vote result of the members in conformity with Chapter 608 of the Florida Statutes. The members may vote again to vary that amount, however the combined amounts of new members shall never exceed 40% of the total interests of UBET even after a change, by agreement, to the Articles of Organization this maximum shall apply.
2. Additional members are limited at this time to a maximum of 5 until as the Articles of Organization are amended and restated and filed with the state department, and clearly reflects new guidelines.
3. The maximum number of members is hereby limited to 10 while this agreement is in force.
4. Additional members may hold interest, invest, in other companies and conduct businesses with the following restrictions.

a) No additional member shall conduct, transact any business which is in conflict with this company, its goals, or its members' interests. Such contrary conduct or transaction shall cause the withdrawal, resignation or

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dismissal of the member by the majority of other remaining members with a vote of no confidence of 70%.

b) No new member shall enjoin the company for the sake of creating a hostile takeover of any of the company's or member's assets, political maneuvering with mal-intent, arbitrage, intent to damage the current or future economic standing of the company and its holdings, subsidiaries, or assets. Any new member enjoined by majority vote admittance exhibiting the above described modus operandi shall have their membership forfeited without a vote by the majority holding member or if necessary by a majority vote of 70% of the membership.

c) Penalties under this subsection (4) may include any or all of the following: forfeiture of capital account, loss of voting rights, dismissal as a member, resignation as a member, payment of penalties or fines in cash, property, assets, stock etc. or relegation to non-member status, denial of compensation(s) due as determined by a vote of 60% or more of the remaining members or as demanded by state or Federal statutes.

5. Spousal rights.

a) Spouses of new or established members shall have no rights to company assets, be it cash, stock, investment, property, dividends etc, waived and shall not conduct membership privileges afforded the spouse who is member.

b) Spousal rights of a new member shall only pertain to the assets of his/her standing member spouse insofar as a pre-marital agreement bears jurisdiction or state or federal law depicts, or as agreed upon by existing members. Spouses of members have no rights, to assets or decision making, management process, nor do they automatically assume the voting rights previously held by the member upon death, illness or other condition of a member.

c) Admission of a surviving spouse of a deceased member is restricted to approval by the members and requires a 70% vote. The death of a member shall not affect the operation of the business of UBET.

6. Ab Initio.

a) The current majority member holds an initial 5% contribution for his youngest child Suleiman R. Khan and shall exercise all rights and privileges for the child until the age of eighteen. At that time Suleiman R. Khan shall assume full membership rights and voting privileges as if he had contributed 5% initially, himself.

b) The current majority member will at the above stated time exercise a 70% contribution of capital effect or whatever amount transacted at that time.

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7. Right of Continuity.

a) Upon the Death, Retirement, Resignation, Expulsion, Bankruptcy, Dissolution, Unforeseen Medical or Incapacitating Event, Extenuating Circumstance occurring to a member(s), the remaining members have the right to continue the Company or vote to discontinue business by a majority vote of 70% based on the remaining membership's cumulative vote total. Any situations not covered in these articles are subject to decision by the standing members with a 70% majority vote.

b) Upon the death of the current majority member his voting privileges shall be divided equally between the original members Ismail Khan, Ayesha Khan, Tammy Khan if she is remains a spouse, Suleiman R. Khan. No other members shall accrue any privileges unless agreed to by a 100% vote of remaining members including Suleiman R. Khan.

c) When any original member dies distribution of his/hers vote is restricted to original members. Distribution of voting rights is then on an equal basis.

VII. Article VII Statutes

Where the articles of organization do not address particular issues, the members will resolve applying a 70% majority vote or resolve achieved by default to overriding State Statutes or applicable governing law.

VII. Article VIII- Effect of Issuance of Certificate of Organization.

UBET elects to conduct business upon the date of receipt of the Articles of Organization by the Florida State Department. The issuance of the Certificate of Organization shall be regarded as a point of continuity for UBET LC.

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APPENDIX A

Statement of Acceptance

Attention of the Department of State:

Let it be known on this the 15th day of July 1998, that I, Hamid Niamat of 9701 Elm St. Miramar, Florida 33025, accept the responsibilities as the Registered Agent for Universal Business Enterprises and Technologies (UBET LC). I am familiar with the duties and responsibilities as designated and the obligations pursuant to chapter 608 of the Florida Statutes. The registered office for UBET LC is located at 9701 Elm St, Miramar, Florida 33063.



Hamid Niamat
Registered Agent

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APPENDIX B
AFFIDAVIT

BE IT ACKNOWLEDGED, that I, Harun Khan, of 1935 Gardiner Lane, Suite D46, Louisville, KY, the undersigned deponent, being of legal age, do hereby depose and say under oath as follows:

1. UBET LC, has at least one member as outlined in Article V para B. of the Articles of Organization.
2. That the members of UBET LC have contributed the amount of \$10,000 dollars as outlined in Article V para B. of the Articles of Organizations, as the initial relative capital contribution account. 3. The agreed value of contributions other than cash for member Harun Khan, is the equivalent of 65% of the present relative capital account. 4. The total cash anticipated to be contributed by the members is \$5,000,000 dollars. There is no property contribution at this juncture. Other property or cash contribution in the future will be governed by the Articles of Organization or by agreement of a majority vote of 70%. As a result of any changes to the above stated, proper notification including the required amendments will be made to the Department of State per Statutes.

And I affirm that the foregoing is true except as to statements made upon information and belief, and as to those I believe them to be true.

I swear by my hand under the penalties of perjury this 17th day of August, 1998.

Signature

Harun Khan

Address

1935 GARDINER LN, SUITE D46

STATE OF KENTUCKY
COUNTY OF JEFFERSON

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