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October 15, 1998

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: Gamera Marketing, L.C.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Organization for the above limited liability company for filing with your office. Also enclosed is our check in the sum of \$337.50 to cover filing fees, etc.

Very truly yours,

ALAN F. GONZALEZ

AFG:et  
Enclosures

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TALLAHASSEE, FLORIDA

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Availability	JP
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Updater	JP
Verifier	JP
Acknowledgment	JP
W. P. Verifier	JP

**ARTICLES OF ORGANIZATION**

**OF**

**GAMERA MARKETING, L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME AND ADDRESS**

The name of this Limited Liability Company ("Company") shall be: GAMERA MARKETING, L.C. The principal address of the company shall be: 118 Flagship Dr., Lutz, FL 33541.

**ARTICLE II - DURATION**

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III - PURPOSES AND POWERS**

The general purpose of the Company is to organize, plan and implement multi-level marketing strategies for consumer products, including any related business activities and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida. It is the intent of the members that this Company develop marketing strategies for consumer products in India.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Robert P. Andrews and the registered office is 118 Flagship Dr., Lutz, FL 33549.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property

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as set forth in the attached Exhibit "A."

#### **ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

#### **ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members (both voting and non-voting) of the Company and upon such terms and conditions as such shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company (and unless said member is a voting member as referenced in Article X herein) or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE VIII - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### **ARTICLE IX - MANAGEMENT**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the company are:

<u>Name</u>	<u>Address</u>
Robert P. Andrews Managing Member	118 Flagship Dr., Lutz, FL 33549
Sailaja Pedapudi	4304 Gainsborough Ct., Tampa, FL 33624

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#### ARTICLE X - CLASS OF MEMBERS

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in Article IX above. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the company business. The members of the Company shall be:

##### Active, Voting members:

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property</u> <u>Contributed</u>
Robert P. Andrews	40%	(See Exhibit "A")

##### Passive, Non-Voting Members

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property</u> <u>Contributed</u>
Sailaja Pedapudi	60%	(See Exhibit "A")

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at LYZ, Florida, for the foregoing uses and purposes this 13<sup>th</sup> day of October, 1998.

Robert P. Andrews  
ROBERT P. ANDREWS, as Active Voting Member

Sailaja Pedapudi  
SAILAJA PEDAPUDI, as a Passive, Non-Voting Member

STATE OF Florida  
COUNTY OF Hillsborough

BEFORE ME personally appeared, ROBERT P. ANDREWS, as Active Voting Member, to me well known or who provided \_\_\_\_\_ as identification, to be an organizer of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 13<sup>th</sup> day of October, 1998.

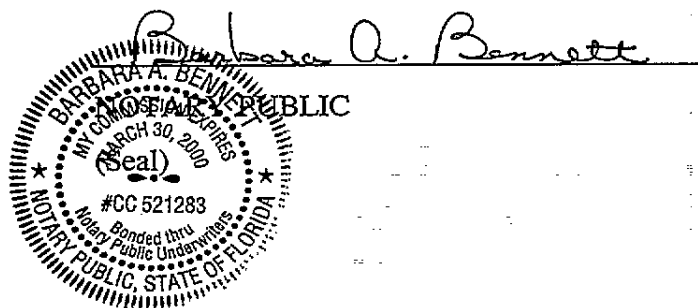
Barbara A. Bennett  
BARBARA A. BENNETT  
NOTARY PUBLIC  
My Commission Expires  
MAY 30, 2000  
#CC 521283  
Bonds three  
Notary Public Underwrites  
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF Florida  
COUNTY OF Hillsborough

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BEFORE ME personally appeared, Sailaja Pedapudi, as a Passive, Non-Voting Member, to me well known or who provided \_\_\_\_\_ as identification, to be an organizer of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 13<sup>th</sup> day of October, 1998.



**ACCEPTANCE OF REGISTERED AGENT**

THE UNDERSIGNED, being the person named in the Articles of Organization of GAMERA MARKETING, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the company.

Robert P. Andrews

ROBERT P. ANDREWS  
REGISTERED AGENT

EXHIBIT "A"

Name of Member	Type of Member	Ownership % of LLC	Cash or Property Contributed
ROBERT P. ANDREWS	Active, Voting Managing	40%	\$400.00
SAILAJA PEDAPUDI	Passive, Non-Voting Non-Managing	60%	\$600.00

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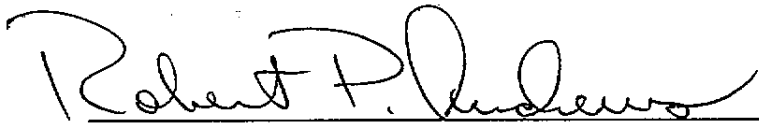
## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GAMERA MARKETING, L.C.,  
deposes and says:

1) the above named limited liability company has at least two members, to wit:

ROBERT P. ANDREWS and SAILAJA PEDAPUDI

- 2) the total amount of cash contributed by the member(s) is \$1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$0.
- 5) the total amounts of 2, 3 and 4 above is \$1,000.00.



Signature of a member or authorized representative of  
a member

(In accordance with Section 608.408(d), Fla. Stat., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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