

L99000000532

PHILIPPE A. PHANEUF

January 18, 1999

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL  
32399

800002753688--9  
-01/25/99-01110--021  
\*\*\*\*293.75 \*\*\*\*293.75

To Whom It May Concern:

Please find enclosed the Articles of Organization for a Florida Limited Liability Company to be named Consilient Ventures™ L.L.C., an accompanying Certificate of Designation of Registered Agent/Registered Office; and the following fees: \$250 filing fee, \$35 Designation of Registered Agent Fee, and \$8.75 Fee to obtain a certificate of status. The total amount included is therefore: \$293.75.

I may be contacted at the following address, phone number, and e-mail address:

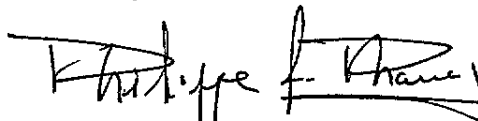
Philippe A. Phaneuf  
4300 North Ocean Boulevard, PH-P  
Ft. Lauderdale, FL  
33308

(954) 564-6381

[philippe\\_phaneuf@post.harvard.edu](mailto:philippe_phaneuf@post.harvard.edu)

I thank you in advance for your effort and look forward to receiving both my letter of acknowledgement as well as my optional Certificate of Status.

Sincerely,



Philippe A. Phaneuf

FILED  
99 JAN 25 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	1129199
Availability	dec
Document Examiner	DCC
Register	DCC
Manager/Secretary	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

L99000000532

4300 NORTH OCEAN BOULEVARD, PENTHOUSE P • FORT LAUDERDALE, FLORIDA, USA • 33308

HOME: 954.564.6381

E-MAIL: [philippe\\_phaneuf@post.harvard.edu](mailto:philippe_phaneuf@post.harvard.edu)

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**CONSILIENT VENTURES™ L.L.C.**

**ARTICLE II - Address:**

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

4300 North Ocean Boulevard, PH-P  
Ft. Lauderdale, Florida  
33308

FILED  
99 JAN 25 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III - Duration:**

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

The Limited Liability Company (Consilient Ventures™ L.L.C.) shall be of perpetual duration.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the following member, the name and address of which is:

Philippe A. Phaneuf  
4300 North Ocean Boulevard, PH-P  
Ft. Lauderdale, Florida  
33308

**ARTICLE V - Admission of Additional Members:**

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

The right to admit additional members shall be at the sole discretion of the founding member, Philippe A. Phaneuf, and this or these admissions for the sole purpose of furthering the financial, research & development, and economic interests of Consilient Ventures™ L.L.C.

This article of the Articles of Organization may be modified at a later date – and until that time – at Philippe A. Phaneuf's sole discretion.

**ARTICLE VI - Members Rights to Continue Business:**

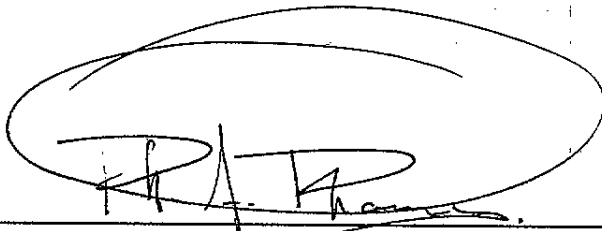
Any issues regarding potential future members' rights to continue business subsequent to death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the L.L.C., shall be determined either by amendment to this article on the occasion of future admitted membership, or alternatively, by amending the L.L.C.'s Official Governing Regulations.

FILED  
99 JAN 25 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member of CONSILIENT VENTURES™ L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member is \$ 200.00;
- 3) if any, the agreed value of property other than cash contributed by the member is \$12,103,157.00; ?  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$12,103,357.00; ?



**Signature of a member or an 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.)

Philippe A. Phaneuf

Typed or printed name of signor

FILED  
99 JAN 25 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ATTACHEMENT I – PROPERTY OTHER THAN CASH CONTRIBUTED BY  
PHILIPPE A. PHANEUF**

- |                                |           |
|--------------------------------|-----------|
| 1) Computer Equipment:         | \$7479.00 |
| 2) Installed Software:         | \$5000.00 |
| 3) Ancillary Office Equipment: | \$678.00  |

4) Philippe A. Phaneuf's services to the L.L.C. for the twelve months following its formation:

80,000.00  
\$90,000.00

5) All intellectual property rights – both developed and under development – relating to Philippe A. Phaneuf's New Media Project named Einstein's Mirror™. Specifically including:

- a. Rights to the project title: Einstein's Mirror™
- b. Rights, upon issuance, to the Provisional Application for Patent of Einstein's Mirror™ (submitted to the United States Trademark and Patent office January 16<sup>th</sup>, 1999.)

\$2,000,000.00

6) All intellectual property rights deriving from ongoing research and development into Philippe A. Phaneuf's Internet Finance Project, presently named: Consilient Financial Solutions™:

\$10,000,000.00

**TOTAL:    \$12,103,157.00**

FILED

99 JAN 25 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**CONSILIENT VENTURES™ L.L.C.**

2. The name and the Florida street address of the registered agent are:

Philippe A. Phaneuf

NAME

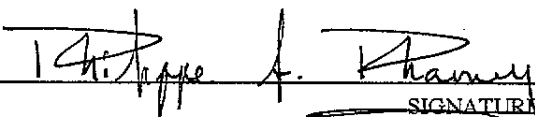
4300 N. Ocean Boulevard, PH-P

Florida street address (P. O. Box NOT ACCEPTABLE)

Ft. Lauderdale, Florida, 33308

CITY, STATE AND ZIP

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
SIGNATURE

FILED  
99 JAN 25 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA