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January 26, 1999

Secretary of State  
Attn: Limited Liability Company Dept.  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: PenguinTek, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization of PenguinTek, L.L.C., along with check number 2046 in the amount of \$285.00. Please file the original and return a "clocked" copy to our office in the envelope supplied for your convenience.

Please do not hesitate to call if you have any questions.

Very truly yours,

John McE. Miller

Enclosures  
JMM/ck

300002768203--5  
-02/08/99-01150-005  
\*\*\*\*285.00 \*\*\*\*285.00

John Miller GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article V - add MGRM Addresses  
DATE 2/11/99  
DOC. EXAM MGRM

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
P. Verifier	

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB - 8 PM 2:10

**ARTICLES OF ORGANIZATION  
OF  
PENGUINTEK, L.L.C.**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is PENGUINTEK, L.L.C., (the "Limited Liability Company").

**ARTICLE II  
EXISTENCE AND DURATION**

The existence of the Limited Liability Company shall commence on filing of these Articles of Organization and its existence shall be perpetual unless it is earlier dissolved as provided in its Operation Agreement or by operation of the Florida Limited Liability Company Act.

**ARTICLE III  
BUSINESS AND MAILING ADDRESS**

The initial address and mailing address of the Limited Liability Company is 3948 South 3<sup>rd</sup> Street, Suite 151, Jacksonville Beach, Florida 32250.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Limited Liability Company in the state of Florida is John McE Miller. The registered office of the initial registered agent in the state of Florida is located at 333 First St. N. Suite 305, Jacksonville Beach, Florida 32250.

99 FEB - 8 PM 2:10  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

**ARTICLE V**  
**MANAGEMENT**

The management of the Limited Liability Company is reserved to its members.

The name and address of the initial members of the Limited Liability Company is:

<u>Leonard Scott Freudenthal</u>	
3948 South 3rd Street, Suite 151, Jacksonville Beach, FL	32250
<u>Cheryl Ann Freudenthal</u>	
3948 South 3rd Street, Suite 151, Jacksonville Beach, FL	32250

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall have the right to admit additional members on the majority vote of the members.

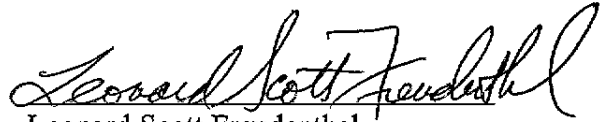
**ARTICLE VII**  
**CONTINUATION OF LIMITED LIABILITY COMPANY**

The remaining members of the Limited Liability Company shall have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on such terms and conditions as the members may agree.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

An Operating Agreement of the Limited Liability Company may from time to time, as may be necessary, be adopted, repealed, amended or altered, or a new Operating Agreement adopted, by the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned member has made and subscribed to  
these Articles of Organization this 22<sup>ND</sup>, day of January, 1999.

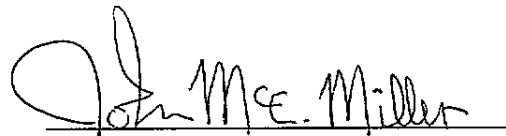
  
Leonard Scott Freudenthal,  
Organizing Member

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERD AGENT OF  
PENGUNTEK, L.L.C.**

Pursuant to § 608.415 of the Florida Limited Liability Company Act, the undersigned having been designated as the initial Registered Agent for the service of process within the state of Florida upon PENGUNTEK, L.L.C., a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 333 First St. N. Suite 305, Jacksonville Beach, Florida 32250.

IN WITNESS WHEREOF, the undersigned has executed this certificate this

22<sup>nd</sup> day of January 1999.

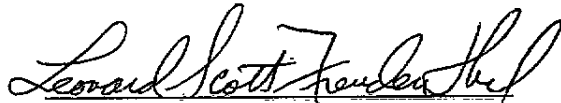
  
\_\_\_\_\_  
John McE. Miller, Registered Agent

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, on this day personally appeared Leonard Scott Freudenthal, known to me to be the person who subscribed his name below, who having first been duly sworn by me deposes and says:

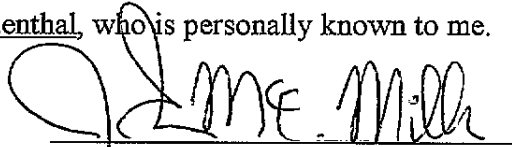
1. Affiant is a member of PENGUINTEK, L.L.C. (the "Limited Liability Company") and has personal knowledge of the matters set forth herein.
2. The Limited Liability Company has at least one member.
3. The members of the Limited Liability Company shall contribute cash in an amount equal to \$10,000.00 to the Limited Liability Company. The members of the Limited Liability Company shall contribute computer equipment, with an agreed value of \$2,500.00 to the Limited Liability Company. The total amount of cash and agreed value of property to be contributed by the members to the Limited Liability Company is \$12,500.00
4. The members do anticipate any additional capital contributions to the Limited Liability Company.



Leonard Scott Freudenthal, Affiant

The foregoing instrument was sworn to and subscribed before me this 22<sup>nd</sup> day

of January 1999, by Leonard Scott Freudenthal, who is personally known to me.

A handwritten signature in cursive script, appearing to read "John McE. Miller", written over a horizontal line.

Notary Public, State of Florida

Printed: JOHN MCE. MILLER

My Commission expires:

Commission No.:

(NOTORIAL SEAL)

JOHN MCE. MILLER  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires May 30, 2000  
Commission No. 00558504