



ACCOUNT NO. : 072100000032

REFERENCE : 158583 4342718

AUTHORIZATION :

COST LIMIT : \$ PPD

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99 MAR -5 PM 1:09

ORDER DATE : March 5, 1999

ORDER TIME : 11:37 AM

ORDER NO. : 158583-005

CUSTOMER NO: 4342718

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****337.50 ****337.50

CUSTOMER: Ms. Monalee Zarapkar
GLENN RASMUSSEN & FOGARTY
GLENN RASMUSSEN & FOGARTY
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: REALUSE.COM INTERNET SERVICES,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

L99-1271

Name	CP 3-5
Availability	
Date of Filing	
Examiner	
Register	
Updater	
Verifier	
Acknowledgment	
W. P. Ver	

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ATTORNEYS AT LAW

GLENN RASMUSSEN & FOGARTY

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

March 4, 1999

VIA HAND DELIVERY

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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Re: RealUse.com Internet Services, L.C.

Gentlemen:

Enclosed are the following items pertaining to the organization of RealUse.com Internet Services, L.C.:

1. The original and one copy of Articles of Organization;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$ 250.00
Certified copy	52.50
Filing Registered Agent's certificate	<u>35.00</u>
TOTAL	\$ 337.50

Please approve and file the original Articles of Organization, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.



Monalee Zarapkar
for Robert C. Rasmussen

Enclosures

2020-005^C Ltr. Fla. Dept. of State

ARTICLES OF ORGANIZATION
OF
REALUSE.COM INTERNET SERVICES, L.C.

These Articles of Organization are executed and filed with the Florida Department of State to form a limited liability company pursuant to the Florida Limited Liability Company Act.

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ARTICLE I. NAME

The name of the limited liability company is RealUse.com Internet Services, L.C.

ARTICLE II. DURATION

The existence of the limited liability company will begin on March 3, 1999, and will be perpetual.

ARTICLE III. ADDRESS

The mailing and street address of the principal office of the limited liability company is 8431 Corporate Way, Suite 100, New Port Richey, Florida 34652.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is 8431 Corporate Way, Suite 100, New Port Richey, Florida 34652, and the name of its initial registered agent at that address is Anthony P. Solazzo.

ARTICLE V. MANAGEMENT OF COMPANY

The business of the limited liability company will be managed by a manager who will be elected annually by the members of the limited liability company in the manner set forth in its Regulations. The name of the initial manager is Anthony P. Solazzo, and his address is 8431 Corporate Way, Suite 100, New Port Richey, FL 34652.

The manager has the power and authority, to the exclusion of the members, to manage the affairs and business of the limited liability company and will hold the office and have the responsibilities that are conferred on him in the Regulations of the limited liability company. A member of the limited liability company does not have any authority to incur any contractual liability or obligation on behalf of the limited liability company, unless the member is the manager of the limited liability company.

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ARTICLE VI. MEMBER VOTING

Each outstanding membership unit of the limited liability company is entitled to one vote on each matter submitted to a vote at a meeting of members of the limited liability company. Any action required or permitted by law, these Articles of Organization, or the Regulations of the limited liability company to be authorized by members of the limited liability company pursuant to a vote at a meeting of members can be taken without a vote or a meeting by written consent as provided in the Regulations of the limited liability company. A written consent of members that has been signed, procured, and delivered in accordance with the Regulations of the limited liability company has the effect of a vote at a meeting of members and can be described as a vote in any document.

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company have the right to admit additional members pursuant to a majority vote of all the membership units of the limited liability company that are entitled to vote on the matter, and subject to the satisfaction of any other conditions of admission that are set forth in the Regulations of the limited liability company.

ARTICLE VIII. CONTINUATION OF BUSINESS

The remaining members of the limited liability company may elect by a majority vote of the membership units owned by them to continue the business of the limited liability company after the death, expulsion, resignation, retirement, bankruptcy, or dissolution of a member of the limited liability company or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, but only if at least two members of the limited liability company will remain.

ARTICLE IX. PURPOSE, POWERS, AND AUTHORITY

The limited liability company is organized for all lawful purposes, except banking and insurance. In furtherance of its purpose, the limited liability company has full power and authority to do all acts and things authorized by law to carry out its affairs and business, including without limitation the power and authority to do the following:

- (a) Sue or be sued, or defend or complain, in its name;
- (b) Transact any lawful business that will aid governmental policy;
- (c) Make donations to the public welfare or for charitable, scientific, or educational purposes;

(d) Cease its business activities, wind up its affairs, liquidate, dissolve, and surrender its Certificate of Organization;

(e) Elect or appoint agents, officers, and managers, define their duties, and fix their compensation, all in accordance with its Regulations;

(f) Adopt, amend, and repeal regulations for the operation and administration of its affairs that are consistent these Articles of Organization;

(g) Conduct its business, locate its offices, and exercise all the powers of a limited liability company within or without the State of Florida;

(h) Sell, lend, lease, assign, convey, pledge, exchange, mortgage, transfer a security interest in, or otherwise dispose of all or any part of its assets or property;

(i) Make all contracts, agreements, commitments, and undertakings that are conducive, incidental, or necessary to the conduct of its business and the accomplishment of its purposes;

(j) Be a member, manager, partner, trustee, promoter, associate, shareholder, or incorporator of any trust, corporation, joint venture, limited liability company, general or limited partnership, or other entity;

(k) Pay, fund, and provide employee welfare and retirement benefits for employees and former employees and establish employee welfare and retirement benefit plans, trusts, and arrangements for any or all its managers and employees;

(l) Hold, sell, purchase, transfer, exchange, or otherwise invest and reinvest its funds in mortgages, securities, real estate, promissory notes, certificates of deposit, money market funds, guaranteed investment contracts, securities repurchase agreements, and other kinds of investments;

(m) Indemnify any agent, officer, member, manager, employee, or other person as provided by law against liabilities and expenses incurred by the person in connection with the defense of any suit, action, or proceeding, whether civil, criminal, or administrative, to which the person is a party;

(n) Acquire, receive, or possess by lease, exchange, purchase, subscription, or otherwise any real, personal, or intangible property, or any interest in any real, personal, or intangible property, that is conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes;

(o) Vote and otherwise exercise the voting, dissenting, and consensual rights and powers of any stock, membership interest, partnership interest, or other voting interest owned or possessed by it with respect to any other corporation, limited liability company, general or limited partnership, or other business organization;

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(p) Own, use, hold, operate, develop, maintain, improve, renovate, construct, rehabilitate, or otherwise deal in or with any real, personal, or intangible property, or any interest in any real, personal, or intangible property, that is conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes;

(q) Engage agents, brokers, lawyers, appraisers, accountants, consultants, asset managers, property managers, and other advisors, professionals, and representatives who are conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes;

(r) Renew, recast, modify, extend, increase, refinance, or prepay, as a whole or in part, any liability, obligation, or indebtedness of the limited liability company, and to renew, extend, or modify any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any of its income or property that serves as security for any liability, obligation, or indebtedness of the limited liability company;

(s) Borrow money, incur liabilities, obligations, and indebtedness, and issue bonds, debentures, promissory notes, and other evidences of obligations to pay money in furtherance of the conduct of its business and the accomplishment of its purposes and to secure any liability, obligation, or indebtedness of the limited liability company by a pledge, mortgage, deed of trust, security interest, or other lien or encumbrance on all or any part of its income or property;

(t) Extend credit, lend money or other property, and otherwise provide financial assistance to any member, manager, officer, employee, or other person for the benefit of the limited liability company, with or without security, and receive and hold any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any income or property of another person as security for repayment of any loan or extension of credit; or become directly or contingently liable as a surety, endorser, co-obligor, guarantor, or accommodation party for the payment or performance of any liability, obligation, or indebtedness of another person that the managers of the limited liability company consider to be conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes, including entering into any contract of guaranty or suretyship that is conducive, incidental, or necessary to the conduct of the business or accomplishment of the purposes of a corporation the majority of the outstanding stock of which is owned directly or indirectly by the limited liability company, a corporation which owns directly or indirectly a majority of the outstanding membership units of the limited liability company, or a corporation the majority of the outstanding stock of which is owned directly or indirectly by a corporation which owns directly or indirectly the majority of the outstanding membership units of the limited liability company; and

(u) Engage in any activity, make any payment or donation, enter into and perform any contract, and do any and all other acts and things that are consistent with law and conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes.

Notwithstanding the foregoing or anything to the contrary in the Regulations of the limited liability company, the limited liability company does not have any authority to do any of

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the following things without the majority vote of all of the membership units of the limited liability company:

- (i) Amend its Regulations or these Articles of Organization;
- (ii) Change its business from selling and developing Internet web pages and providing related Internet connection services;
- (iii) Make any gift, loan, advance, political contribution, or charitable contribution in excess of \$5,000 to any person;
- (iv) Adopt or amend any employee benefit or welfare plan sponsored by the limited liability company for the benefit of any or all its managers or employees;
- (v) Dissolve, liquidate, recapitalize, reorganize, or merge, consolidate, or effect a share exchange with any other corporation, limited liability company, general or limited partnership, or other business organization;
- (vi) Amend or revise its business plan or operating budget for any taxable year in a way that would increase by more than 10% the total forecasted liabilities, obligations, or expenditures reflected in the operating budget for that or any ensuing taxable year;
- (vii) Acquire any interest in any real, personal, or intangible property, except for the temporary investment of funds pending their expenditure or distribution to its members;
- (viii) Pay any compensation or provide any fringe benefit to any member or manager of the limited liability company who is not an officer of the limited liability company or to any officer, director, partner, manager, member, employee, or shareholder of any member of the limited liability company or any affiliate of any of the foregoing persons;
- (ix) Confess or stipulate to a judgment against it, convey any of its real property (or any interest in any of its real property) to any creditor in lieu of foreclosure of the property, or assign all or any part of its property in trust for the benefit of its creditors or on the assignee's promise to pay any liability, obligation, or indebtedness of the limited liability company;
- (x) Issue, reissue, redeem, or repurchase any membership interest, except as required by law or required or permitted by its Regulations, or issue or reissue any other equity securities or interests, or any debt securities convertible into membership interests or any other equity securities or interests, or any rights, options, or warrants to purchase or otherwise acquire any membership interests or other debt or equity securities or interests of the limited liability company;
- (xi) Sell, lease, assign, exchange, or otherwise dispose of (including granting a pledge, mortgage, deed of trust, security interest, or other lien or encumbrance on) all or substantially all its property, except in the usual and ordinary course of its business, except for the temporary investment and reinvestment of funds pending their expenditure or distribution to

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its members, and except in connection with the liquidation and winding-up of its business pursuant to its dissolution;

(xii) Make an investment in any person, create a subsidiary by any means, or acquire by any means any stock, securities, membership interest, partnership interest, or other ownership interest in any corporation, limited liability company, general or limited partnership, or other business enterprise of any kind whatsoever, except (A) stock or other securities received in settlement of a liability, obligation, or indebtedness that arose in the usual and ordinary course of business, and (B) certificates of deposit and readily marketable securities issued or guaranteed by the United States of America;

(xiii) Make any expenditure or incur, create, or assume any liability, obligation, or indebtedness during any fiscal year that either is not reflected in its operating budget or contemplated by its annual business plan or that would exceed that operating budget or (any line item of that budget) by more than 10% or \$250,000, whichever is greater, except for renewing, refinancing, or restructuring any liability, obligation, or indebtedness of the limited liability company that was incurred to purchase, improve, construct, renovate, or refurbish and real property owned by the limited liability company;

(xiv) Renew, modify, extend, recast, or refinance any mortgage indebtedness, or make any expenditure or incur any liability, obligation, or indebtedness during any taxable year of the limited liability company that either is not authorized by its business plan for that taxable year or would exceed its operating budget (or any line item of the operating budget) for that or any ensuing taxable year by more than 15% except for any liability, obligation, or expenditure that does not exceed \$10,000 for any particular transaction or \$50,000 for any series of related transactions;

(xv) Extend credit, lend money or other property, or otherwise provide financial assistance to any member, manager, officer, employee or other person or become directly or contingently liable for the payment or performance of any liability, obligation, or indebtedness of another person as a surety, endorser, co-obligor, guarantor, or accommodation party, including entering into any contract of guaranty or suretyship for the benefit of a corporation the majority of the outstanding stock of which is owned directly or indirectly by the limited liability company, a corporation which owns directly or indirectly a majority of the outstanding membership units of the limited liability company, or a corporation the majority of the outstanding stock of which is owned directly or indirectly by a corporation which owns directly or indirectly the majority of the outstanding membership units of the limited liability company; or

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(xvi) Knowingly do or omit to do any act that would make it impossible to conduct its ordinary business or accomplish its purposes.

EXECUTED: [March 2], 1999.



ANTHONY P. SOLAZZO, Manager
Paragon Investors Limited Company
(a member)

2020-005^B Art. of Org. (RealUse)
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REALUSE.COM INTERNET SERVICES, L.C.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to Sections 608.415 and 608.507, Florida Statutes, RealUse.com Internet Services, L.C., a Florida limited liability company, submits the following statement in designating its registered agent and registered office in the State of Florida:

1. The name of the limited liability company is RealUse.com Internet Services, L.C.; and
2. The name and address of its registered agent and office are as follows:

Anthony P. Solazzo
8431 Corporate Way, Suite 100
New Port Richey, Florida 34652

Having been named as registered agent and to accept service of process for RealUse.com Internet Services, L.C. 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.

DATE: [March 2], 1999



ANTHONY P. SOLAZZO

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

3. The total amount of cash or other property to be contributed to the limited liability company by the members is not anticipated to exceed \$200,000.

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