

L99000001302



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 159901 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 8, 1999

ORDER TIME : 3:11 PM

ORDER NO. : 159901-005

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
CONE YONG STEWART & HOUSTON,
CONE YONG STEWART & HOUSTON,
P.o. Box 4550

Jacksonville, FL 32201

DOMESTIC FILING

NAME: HOMEREBATES.COM, LLC

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: Tamara Odom

EXAMINER'S INITIALS: _____

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****337.50 ****337.50

RECEIVED

99 MAR -8 PM 4:41

DIVISION OF CORPORATION

99 MAR -8 AM 9:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

3/8/99

**ARTICLES OF ORGANIZATION
FOR
HOMEREBATES.COM, LLC**

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ARTICLE 1 - Name:

The name of the Limited Liability Company is:

HOMEREBATES.COM, LLC

ARTICLE II - Address:

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

1122 Northwest 22nd Street, Gainesville, Florida 32603

ARTICLE III - Duration:

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

From the date of filing this company shall exist perpetually. Its existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Russell L. Pisano, Jr.
1122 NW 22nd St.
Gainesville, FL 32603

John Larry Schott
1122 NW 22nd St.
Gainesville, FL 32603

A99000000185
Virtual Business Network, Ltd.
5200 Newberry Rd., Suite D-9
Gainesville, Florida 32607

ARTICLE V - Admission of Additional Members:

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

The unanimous consent of all the Members.

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the 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 Limited Liability Company shall be:

If all the Members unanimously consent, the business shall continue.

ARTICLE VII - Affidavit of Membership and Contributions:

The undersigned member or authorized representative of a member of HOMEREBATES.COM, LLC certifies:

1. The above-named Limited Liability Company has at least one member;
2. The total amount of cash contributed by the member(s) is: \$7,500.00
3. If any, the agreed value of property other than cash contributed
by member(s) is \$ -0-
(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 \$7,500.00


Russell L. Pisano, Jr., Member

(In accordance with §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.)

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

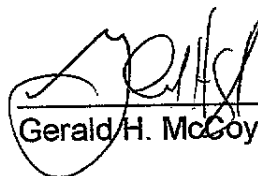
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In compliance with Sections 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is HOMEREBATES.COM, LLC.
2. The name and the Florida street address of the registered agent are:

Gerald H. McCoy, Jr.
5200 Newberry Road, Suite D-9
Gainesville, Florida 32607

Having been named as registered agent 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.



Gerald H. McCoy, Jr., Registered Agent