

L99000002048 Charter Number Only

4/9/99 Arleen

Cucio Mandler

Requestor's Name
201 Brickell Ave. #2000

Address
Miami FL 33131

City State ZIP Phone
305) 536-8865 C

VALIDATION ONLY

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04/12/99-01009-011
****285.00 ****285.00

CORPORATION(S) NAME

Resort Network, L.L.C

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99 APR 12 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Foreign
- Limited Liability
- Reinstatement
- Certified Copy
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal

- Call If Problem
- After 4:30
- Will Wait
- Pick Up
- Mail Out

Name	
Availability	
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Examiner	
Availability	
Examiner	
Updater	
Updater	DCC
Verifier	DCC
Acknowledgment	DCC
W.P. Verifier	

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Empire Toll Free: 1-800-432-3028

ARTICLES OF ORGANIZATION
OF
RESORT NETWORK, L.L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is RESORT NETWORK, L.L.C. (the "Company").

2. Duration and Commencement of Existence. The Company shall exist from the date of filing these Articles with the Florida Department of State until dissolved by the Members or until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining Members.

3. Purpose. The Company is organized for the purpose of transacting any lawful business.

4. Mailing Address and Street Address. The mailing address and the street address of the principal office of the Company is:

c/o WLMC Registered Agents Inc.
701 Brickell Avenue, Suite 2000
Miami, Florida 33131

5. Registered Agent and Office. The name of the initial registered agent of the Company is WLMC REGISTERED AGENTS, INC.. The street address of the initial registered agent of the Company is:

701 Brickell Avenue
Suite 2000
Miami, Florida 33131

6. Capital. The capital of the Company is \$5,000, which shall be paid entirely in cash. Additional capital contributions are not required, but may be made by the Members in accordance with the terms of the Company's Regulations.

7. Additional Members. Additional Members may be admitted to the Company, but only if all of the current Members agree to the admission of the additional Members and to the terms of the admission.

8. Termination of Membership. If a Member of the Company dies, retires, resigns, is expelled or dissolved, experiences bankruptcy, or upon the occurrence of any

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other event which terminates the continued membership in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

9. Management of the Company. The Company is to be managed by three managers and the name and address of the initial managers is:

<u>Name of Manager</u>	<u>Address</u>
International Marketing of America, a British Virgin Islands corporation	c/o Alfonso Sosa 10996 N.W. 58 Terrace Miami, Florida

10. Restrictions on Transfer. No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in the Company without the prior express written consent of all of the other Members, except as may otherwise be agreed in the Company's Regulations, as amended.

11. Regulations. The Members may adopt, alter, amend, or repeal the Company's regulations. The Company's regulations shall contain provisions for the regulation and management of the Company's affairs.

The undersigned Members have executed these Articles of Organization effective as of the 7th day of April, 1999.

INTERNATIONAL MARKETING OF
AMERICA, a British Virgin Islands corporation

By: _____
Alfonso Sosa Villanueva
Authorized Representative

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RESORT NETWORK, L.L.C. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1997).

Dated this 7th day of April, 1999.

WLMC REGISTERED AGENTS, INC.

By: Saturnino E. Lucio
Saturnino E. Lucio, President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
RESORT NETWORK, L.L.C.

The undersigned Member of RESORT NETWORK, L.L.C. (the "Company"), depose and say:

1. The Company has at least one Member.
2. The total amount of cash contributed by the Members is \$5,000.
3. No property other than cash is being contributed by Members.
4. The total amount of cash or property anticipated to be contributed by members is \$5,000. This total includes the amounts from paragraph 2 and 3 above.

INTERNATIONAL MARKETING OF
AMERICA, a British Virgin Islands corporation

By: _____

Alfonso Sosa Villanueva
Authorized Representative

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 7th day of April, 1999 by Mr. Alfonso Sosa Villanueva on behalf of International Marketing of America. He is personally known to me or has produced passport # A-MA-462 as identification.

Saturno E. Lucio

Notary Public:
Type or print name:

My Commission Expires:

