

L99000002791

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cybercap LLC

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**ARTICLES OF ORGANIZATION  
OF  
CYBERCAP LLC**

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ARTICLES OF ORGANIZATION

OF

CYBERCAP LLC

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ARTICLES OF ORGANIZATION  
FOR THE LIMITED LIABILITY COMPANY  
CYBERCAP LLC

The undersigned, being authorized to execute and file these Articles of Organization (the "Articles") under the Florida Limited Liability Company Act, as amended (the "Act"), hereby certify that:

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ARTICLE I

Name

The name of the Limited Liability Company is CYBERCAP LLC.

ARTICLE II

Commencement Date and Duration

The Limited Liability Company (the "Company") shall commence on the date of subscription and acknowledgment, May 11, 1999, in accordance with the provisions of Section 608.409 of the Act. and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, the Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; and/or
- (3) Unanimous written consent of all of the members.

ARTICLE III

Place of Business

The mailing address and street address of the principal office of the Company is 4820 Cypress Tree Drive, Tampa, Florida 33624, or such other address or addresses as may be designated by the members from time to time.

## ARTICLE IV

### Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a limited liability company pursuant to Section 608.403 of the Act, including, without limitation, the purchase, acquisition, financing, ownership, holding, exchanging, developing, leasing, licensing, managing, selling, subdividing or otherwise dealing in and with real property, intellectual property, and all such other lawful activities incidental, convenient, reasonably necessary or useful to any of the foregoing.

## ARTICLE V

### Registered Agent and Office

The initial registered agent for this Company shall be A. Edward McGinty, Esq., and the address of the registered agent for service of process shall be A. Edward McGinty, Esq., 4820 Cypress Tree Drive, Tampa, Florida 33624.

## ARTICLE VI

### Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

## ARTICLE VII

### Continuation of Business

The remaining member(s) may, by unanimous written agreement, continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

## ARTICLE VIII

### Management of Business

The management of the Company shall be vested entirely in its members. The name and address of its initial members are as follows:

<u>Name</u>	<u>Address</u>
A. Edward McGinty	4820 Cypress Tree Drive Tampa, Florida 33624
Christine A. Logue	4820 Cypress Tree Drive Tampa, Florida 33624

## ARTICLE IX

### Powers

The Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

## ARTICLE X

### Property

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. The members are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by members holding a majority in interest of the Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company and that the member is

signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

CYBERCAP LLC

By: \_\_\_\_\_,  
\_\_\_\_\_, as Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

#### ARTICLE XI

##### Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

#### ARTICLE XII

##### Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of the Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

#### ARTICLE XIII

##### Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by vote of a majority in interest of the members.

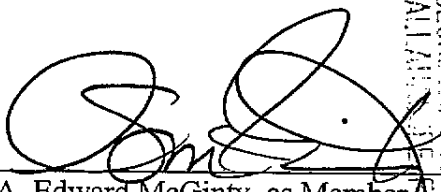
## ARTICLE XIV

### Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of the Company, Cybercap LLC, hereby certifies:

- 1) the Company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$1,000;
- 3) No property other than cash has been contributed to the Company.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 11<sup>th</sup> day of May, 1999.

  
A. Edward McGinty, as Member

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA                     )  
                                                          ) SS.  
COUNTY OF HILLSBOROUGH        )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of May, 1999 by A. Edward McGinty, who has executed this instrument in his capacity as the Managing Member of and on behalf of Cybercap LLC. A. Edward McGinty, is personally known to me ~~or has produced~~ as identification and did / did not take an oath.



*Christine A. Logue*  
Notary Public

Printed Name: CHRISTINE A. LOGUE

Serial Number: CC 684787

State of Florida at Large

(NOTARY SEAL)

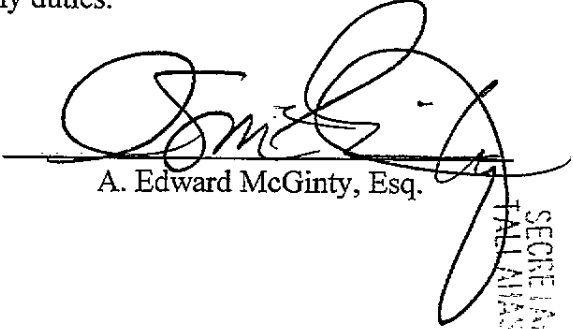
My Commission Expires:

1/31/02

**CERTIFICATE OF DESIGNATION AND**  
**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated limited liability company, at the place designated in these Articles of Organization, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 11, 1999

  
A. Edward McGinty, Esq.

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