

LAW OFFICES

DAVID A. CHENKIN, ESQ., P.A.

L99000002967

May 3, 1999

State of Florida  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Enigmaedge.com, L.C.  
Articles of Organization

Dear Sir or Madam:

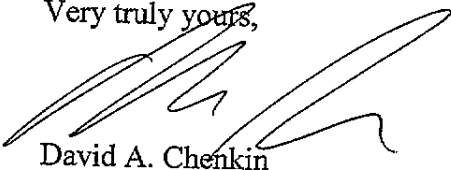
Enclosed herein please find the following documents and copies of same:

1. Articles of Organization for Enigmaedge.com, L.C.;
2. Affidavit of Membership and Contribution; and
3. Certificate of Designation of Resident Agent/Registered.

Additionally, enclosed is a check for \$285.00 representing the filing fee and a self addressed stamped envelope. Please file the original form and mail us a stamped copy.

Thank you for your attention to this matter.

Very truly yours,



David A. Chenkin

SIGNED IN ABSENCE  
TO AVOID DELAY

DAC/apb

Enclosure(s)

FILED  
99 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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L99-2967

Name	OR 5-24
Availability	
Document Examiner	OR
Notary	OR
Verifier	OR
Knowledge	OR
W. P. Verifier	OR



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 10, 1999

DAVID A. CHENKIN  
8551 WEST SUNRISE BLVD., SUITE 208  
PLANTATION, FL 33322

SUBJECT: ENIGMAEDGE.COM, L.C.  
Ref. Number: W99000010872

We have received your document for ENIGMAEDGE.COM, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 199A00025467

FILED  
99 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**DAVID A. CHENKIN, ESQ., P.A.**

May 17, 1999

State of Florida  
Department of State  
Division of Corporations  
**Attn: Tammi Cline**  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: Enigmaedge.com, L.C.**  
**Articles of Organization**

Dear Ms. Cline:

We are in receipt of your letter of May 10, 1999 with regard to the above caption (a copy of which is enclosed). We apologize for any confusion, there was a copy enclosed with the document containing the original signatures (which was on a faxed copy of the document thus making it look like it did not contain the original signatures). We enclose herein the document containing the original signatures and, as you will note, in Article One we have provided for the entity's complete mailing address.

We would appreciate your filing these documents containing the original signatures and providing us with confirmation that same has been attended to.

Thank you for your attention to this matter.

Very truly yours,

  
David A. Chenkin

DAC/apb

Enclosure(s)

FILED  
29 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
ENIGMAEDGE.COM, L.C.**

FILED  
09 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes.

**ARTICLE I**

The name of the limited liability company shall be and the entity's complete mailing shall be:

ENIGMAEDGE.COM, L.C.  
9100 N.W. 36<sup>th</sup> Street, Suite 108  
Miami, Florida 33178

**ARTICLE II**

The address of the principal place of business of this limited liability company in the State of Florida shall be 9100 N.W. 36<sup>th</sup> Street, Suite 108, Miami, Florida, 33166 and such other place or places as may be agreed on by the members. The initial registered agent of this limited liability company shall be Richard Wolfe, whose address is 9100 N.W. 36<sup>th</sup> Street, Suite 108, Miami, Florida, 33166.

**ARTICLE III**

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue for a perpetual period from the above date unless earlier dissolved by the members as set forth in these Articles of Organization.

**ARTICLE IV**

The limited liability company shall be managed by a manager whose name and address are as set forth herein, which manager shall continue as manager until the first annual meeting of this limited liability company, to-wit:

Richard Wolfe, Manager, 9100 N.W. 36<sup>th</sup> Street, Suite 108, Miami, Florida, 33166.

#### ARTICLE V

This limited liability company is organized for the purpose of acquiring, developing, operating a business engaged in computer hardware and software solutions and telecommunications, and to engage in such related businesses as may be agreed on by the members. Additionally, this limited liability company may engage in any activity or business permitted under the laws of the United States or the State of Florida.

#### ARTICLE VI

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by a majority vote of the profit and loss sharing ratios of the members.

#### ARTICLE VII

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, the limited liability company shall be dissolved; provided, the remaining members may continue the business of the limited liability company by a unanimous vote of the profit and loss sharing ratios of the remaining members.

#### ARTICLE VIII

The management of the limited liability company is reserved to the members who shall vote in proportion to their profit and loss sharing ratios. The names and addresses of the members are as set forth in the signature section of these Articles.

#### ARTICLE IX

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

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59 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE X

The limited liability company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified in Article III.
2. The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of the occurrence of any other event which terminates the continued membership of a member unless the business is continued as provided in Article VII.
3. The unanimous agreement of the members.

### ARTICLE XI

These Articles, except with respect to vested rights of the members, may be amended at any time by a unanimous vote of all of the profit and loss sharing ratios of the members and such amendment shall be filed with the Department of State.

### ARTICLE XII

The total amount of cash contributed to the limited liability company is ONE THOUSAND (\$1,000.00) DOLLARS, the capital contribution of each member is FIVE HUNDRED (\$500.00) DOLLARS.

No property other than cash is contributed to the limited liability company as the capital contribution of each member.

### ARTICLE XIII

The members agree that the members are not required to make any other additional contributions.

FILED  
99 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF the undersigned members have executed these Articles of Organization this 26 day of February, 1999.

## MEMBERS:

Richard Wolfe  
Richard Wolfe  
Gary Bloise  
Gary Bloise

## ADDRESSES:

9100 N.W. 36<sup>th</sup> Street, Suite 108  
Miami, Florida 33166

9100 N.W. 36<sup>th</sup> Street, Suite 108  
Miami, Florida 33166

In accordance with Section 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.

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF Dade       )

BEFORE ME, personally appeared Richard Wolfe and Gary Bloise to me well known and known to me to be the person in and who executed the foregoing Articles of Organization of ENIGMAEDGE.COM, L.C., as Members of ENIGMAEDGE.COM, L.C. who have produced as identification FL Driver's License and who did take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26 day of February, 1999.

My Commission Expires:



Susan Capo  
NOTARY PUBLIC, State of Florida

Susan Capo  
Printed Name of Notary Public

FILED  
99 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM: FALCON PRODUCTIONS

PHONE NO. : 305 445 7432

Mar. 09 1999 03:37PM P2

FROM : D. CHENKIN, ESQ.

PHONE NO. : 9544762382

Feb. 26 1999 12:39PM P2

## ASSIGNMENT

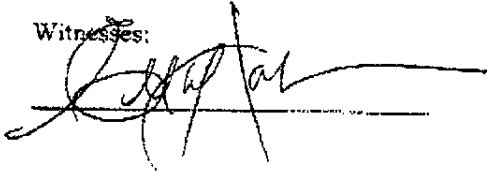
The undersigned Assignor, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby sell, assign and transfer unto ENIGMAEDGE.COM, INC., a Florida corporation, all of its right, title and interest in and to the names ENIGMA EDGE and ENIGMAEDGE and ENIGMAEDGE.COM and any other derivations of said names (collectively, the "Name").

WHEREAS, Assignor now desires to assign and by this Assignment does assign all right title and interest in and to the Name to Assignee, and Assignee desires to accept and does hereby accept the assignment of the Name.

FURTHERMORE, the Assignee accepts and expressly assumes and agrees to perform and fulfill all of the terms, covenants, conditions and obligations required to be performed with regard to the Name.

DATED: MARCH 9, 1999.

Witnesses:



ENIGMA EDGE, INC.

By:   
Assignor

\_\_\_\_\_  
Assignee

FILED

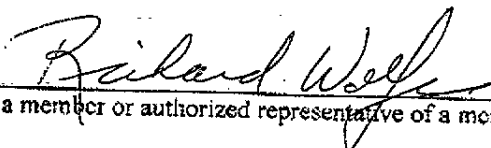
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of ENIGMAEDGA.COM, L.C. deposes and says:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the member(s) is \$1,000.00;
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-;  
(If applicable, a description of the property is attached and made a part hereto)
4. The amount of cash or property anticipated to be contributed by member(s) is \$-0-;
5. The total amounts of 2, 3 and 4 is \$1,000.00.

  
Signature of a member or authorized representative of a member

(in accordance with section 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.)

FILED  
99 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
RESIDENT AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability Company is: ENIGMAEDGE.COM, L.C.
2. The name and address of the registered agent ad Office is:

DAVID A. CHENKIN  
(NAME)

8551 West Sunrise, Suite 208  
(P. O. BOX NOT ACCEPTABLE)

Plantation, Florida, 33322  
(CITY/STATE/ZIP)

*Having been named as registered agent and 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 property and complete performance of my duties,  
and I am familiar with and accept the obligations of my position as registered agent.*

  
DAVID A. CHENKIN, Registered Agent

April 16, 1999

FILED  
99 MAY 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA