

L99000003983

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.
Account Number : 076402003516
Phone : (941) 514-1000
Fax Number : (941) 514-0377

LIMITED LIABILITY COMPANY

PROOFitONLINE.com LLC

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**ARTICLES OF ORGANIZATION
OF
PROOFitONLINE.com LLC**

**ARTICLE I
NAME AND ADDRESS**

The name of this Limited Liability Company shall be **PROOFitONLINE.com LLC**, (the "Company") and the mailing address and street address of the principal office of the Company is 860 Nottingham Drive, Naples, Florida 34109.

**ARTICLE II
DURATION**

This Company shall exist in perpetuity unless terminated pursuant to the operating agreement of the Company or any amendment to that operating agreement.

**ARTICLE III
PURPOSE**

This Company is created for the purpose of developing and marketing computer software and such other business as may be agreed on by the unanimous consent of the members.

**ARTICLE IV
PROFITS AND LOSSES**

Profits and losses shall be allocated as described in the Regulations and Agreement Among Members of Limited Liability Company executed in connection herewith ("Regulations").

**ARTICLE V
MANAGEMENT OF BUSINESS**

The management of the business of this Company shall be reserved to the managing members, Robert Munz and Mary Beth Munz, whose address is 860 Nottingham Drive, Naples, Florida 34109. They will act initially as the managing members for this Company until a successor is elected. The managers shall conduct the day to day routine business affairs of this Company on behalf of the members pursuant to the conditions contained herein and under the Regulations. Successor or additional managers and/or managing members may be elected by 75% of the total Interest of the members of the Company.

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G. Helen Athan, Esq. - Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501, Naples, Florida 34108
(941) 514-1000
Florida Bar #0776688

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TALLAHASSEE, FLORIDA

Fax Audit # H99000016187**ARTICLE VI**
PROPERTY

Real or personal property originally brought into or transferred to this Company, or acquired by this Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Company.

ARTICLE VII
MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within thirty (30) days after the close of this Company's fiscal year at times and places selected by the members. Special meetings may be called by any member at any time after the giving of thirty (30) days notice to the other members. Notice of special meetings shall be by mail, actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him or her.

Minutes shall be kept of all regular and special meetings.

ARTICLE VIII
ADDITIONAL MEMBERS

The members shall have the right to admit additional members on terms and conditions approved by the vote of members owning 75% of the total Interests owned by Members in the Company.

ARTICLE IX
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY,
DISSOLUTION OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy, dissolution or expulsion of a member, the remaining member or members shall have the right to continue the business of this Company pursuant to the terms and conditions approved by the unanimous vote of the remaining members.

ARTICLE X
NOTICE TO MEMBERS

All notices to the members of this Company pursuant to these Articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

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ARTICLE XI
AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by consent of members owning 75% of the total Interests in the Company, and the amendments shall be filed, duly signed by all members of this Company, with the Florida Department of State.

ARTICLE XII
ADDRESS OF REGISTERED AGENT
AND
REGISTERED OFFICE

The street and mailing address of the initial registered office of the Company in the State of Florida shall be 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the above address shall be Richard C. Grant. The Managing Members may from time to time change the mailing and/or street address of registered office or registered agent to any other address or agent in the State of Florida.

PROOFitONLINE.com LLC

By: 

ROBERT MUNZ

By: 

MARY BETH MUNZ

As all of the Managing Members of the Company

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TALLAHASSEE, FL 32399Fax Audit # H99000016187

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 608.407, the following is submitted:

PROOFitONLINE.com LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated **5551 Ridgewood Drive, Suite 501, Naples, Florida 34108**, as its initial Registered Office and has named **Richard C. Grant** located at said address as its initial Registered Agent.

PROOFitONLINE.com LLC

By: **ROBERT MUNZ**By: **MARY BETH MUNZ**

As all of the Managing Members of the Company

Having been named Registered Agent for the above-stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida law relative to keeping said office open at designated times.

BY: _____

RICHARD C. GRANT

Registered Agent

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 608.407, the following is submitted:

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PROOFitONLINE.com LLC

By: _____
ROBERT MUNZ

By: _____
MARY BETH MUNZ

As all of the Managing Members of the Company

Having been named Registered Agent for the above-stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida law relative to keeping said office open at designated times.

BY: _____

RICHARD C. GRANT

Registered Agent

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
PROOFitONLINE.com LLC
A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA)
)ss:
COUNTY OF COLLIER)

The undersigned members, **ROBERT MUNZ** and **MARY BETH MUNZ**, depose and say::

- 1) The above-named Limited Liability Company has at least one member.
- 2) The total amount of cash contributed by the members is \$374.16.
- 3) If any, the agreed value of the property other than cash contributed by the member is Two Thousand Five Hundred Fifty-Four and 21/100 Dollars (\$2,554.21). A description of the property, if any, is attached hereto and made a part hereof.
- 4) The total amount of cash or property anticipated to be contributed by the members is THIRTY THOUSAND AND NO/100 DOLLARS (\$30,000.00). The total includes amounts from 2 and 3 above.



ROBERT MUNZ
Member/Manager



MARY BETH MUNZ
Member/Manager

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TALLAHASSEE, FLORIDA

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Sworn to and subscribed before me this 30 day of JUNE, 1999,
by ROBERT MUNZ, who is personally known to me or who produced _____ as
identification and who did take an oath. RF

Lee FisherNotary Public - State of FLORIDALEE A. FISHER

Printed Name of Notary Public

My Commission Expires:



Lee Fisher
My Commission CC728749
Expires March 29, 2002

Sworn to and subscribed before me this 30 day of June, 1999,
by MARY BETH MUNZ, who is personally known to me or who produced _____
as identification and who did take an oath. RF

Lee FisherNotary Public - State of FLORIDALEE A. FISHER

Printed Name of Notary Public

My Commission Expires:



Lee Fisher
My Commission CC728749
Expires March 29, 2002

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DESCRIPTION OF PROPERTY

Domain Registration	\$210.00
Local Area Network Hardware & Software	214.99
Office Furnishings	140.66
Computer	<u>1,988.56</u>
Total	\$2,554.21

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