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July 7, 1999

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Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Via Federal Express

RE: Articles of Organization of: FANmaleUSA, L.L.C.

Dear Sir or Madam:

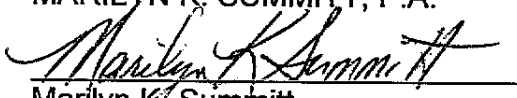
Enclosed for filing are an Original and one copy of the Articles of Organization of FANmaleUSA, L.L.C., together with originals and one copy each of the Affidavit of Membership and Contributions and the Certificate designating Place of Registered Office and Appointing Registered Agent. Also enclosed is a check payable to the Florida Department of State in payment of the following filing fees:

|  |                  |
|--|------------------|
| Filing Fee for Articles                | \$ 250.00        |
| Designation of Registered Agent/Office | 35.00            |
| Certified Copy                         | <u>52.50</u>     |
| Total Filing Fees enclosed             | <u>\$ 337.50</u> |

Upon filing, please return the certified copy to the attention of the undersigned. In the event you have any questions or need additional information, please do not hesitate to contact me. Thank you for your continuing assistance in these matters.

Yours very truly,

MARILYN K. SUMMITT, P.A.

  
Marilyn K. Summitt  
For the Firm  
Enclosures

c: Dan Estes

|                   |     |
|-------------------|-----|
| Name              | MJH |
| Availability      |     |
| Document Examiner |     |
| Updater           |     |
| Underwriter       |     |
| Verifier          |     |
| Acknowledgement   |     |
| W. P. Verifier    |     |

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF ORGANIZATION  
OF  
FANmaleUSA, L.L.C.

In consideration of the mutual covenants herein contained, DAN ESTES, PEGGY NORDEEN ESTES, BRETT CIRCE, CHRISTINE MERGET, SAMANTHA GILL, and NICOLE WILD of Ft. Lauderdale, Florida, agree to form, and hereby do form, a limited liability company pursuant to Florida Statutes as hereinafter set forth.

ARTICLE I. NAME

The name of this limited liability company shall be:

FANmaleUSA, L.L.C.

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ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The mailing address and the street address of the principal place of business of the limited liability company shall be 1515 S.E. 17<sup>th</sup> Street, Suite 119, Fort Lauderdale, Florida 33316, or such other place or places as may be agreed on by the members.

ARTICLE III. DURATION

This term of this limited liability company shall commence upon the filing of these Articles of Organization and shall be perpetual unless and until dissolved by the members herein as set forth in Article VI of these Articles of Organization.

#### ARTICLE IV. MANAGEMENT

The limited liability company shall be managed by managers. The names and addresses of the initial managers, who shall serve until the first annual meeting of members or until their successors are elected and shall qualify are:

Dan Estes, 1515 SE 17<sup>th</sup> Street, Ste 119, Ft. Lauderdale, FL 33316

Peggy Nordeen Estes, 1515 SE 17<sup>th</sup> Street, Ste 119, Ft. Lauderdale, FL 33316

Brett Circe, 1515 SE 17<sup>th</sup> Street, Ste 119, Ft. Lauderdale, FL 33316

Christine Merget, 1511 E Commercial Blvd, Ste 129, Ft. Lauderdale, FL 33334

Samantha Gill, 1511 E Commercial Blvd, Ste 129, Ft. Lauderdale, FL 33334

Nicole Wild, 1515 SE 17<sup>th</sup> Street, Ste 119, Ft. Lauderdale, FL 33316

#### ARTICLE V. ADMISSION OF MEMBERS

Admission of new members shall be only by the written consent of a seventy-five percent (75%) majority of the then current managers of this limited liability company.

#### ARTICLE VI. DISSOLUTION

Unless a majority of the then current managers agree in writing to continue the existence of the limited liability company within sixty (60) days of the happening of an event of dissolution, the limited liability company shall be dissolved upon the happening of any of the following events of dissolution:

- (1) Withdrawal, retirement, or expulsion of any member; or
- (2) Death, voluntary dissolution or bankruptcy of any member.

## ARTICLE VII. PROPERTY

(1) Property. All property originally paid or brought into, or transferred to, the limited liability company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of the limited liability company shall be property of this limited liability company.

(2) Property to be in Limited Liability Company Name. The title to all limited liability company property shall be held in the name of the limited liability company.

## ARTICLE VIII. ACCOUNTING MATTERS

Books of Account. Books of account shall be kept, and proper entries made therein of all the sales, purchases, receipts, payments, engagements, transactions, and property of the limited liability company.

## ARTICLE IX. PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to his or its distributive share of the profits according to his pro rata interest in the company. Losses shall be passed through to each member according to the member's pro-rata share in the company.

#### ARTICLE X. NOTICES TO MEMBERS

All notices to the members pursuant to these Articles shall be in writing and shall be deemed effective when given by personal delivery or upon mailing by certified mail, return receipt requested.

#### ARTICLE XI. REGISTERED AGENT/OFFICE

The name and street address of the Initial Registered Agent for this limited liability company shall be DAN ESTES, 1515 S.E. 17<sup>th</sup> Street, Suite 119, Ft. Lauderdale, Florida 33316.

#### ARTICLE XII. AMENDMENTS

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by an eighty percent (80%) majority in interest of the members. With respect to vested rights of the members, these Articles may be amended at any time by unanimous vote of the members. Amendments shall be filed as required with the Florida Department of State.


IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 7 day of July, 1999.

  
\_\_\_\_\_  
Dan Estes, Member

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BROWARD )

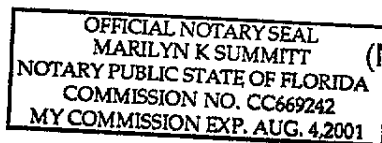
Before me, personally appeared DAN ESTES, to me well known and known to me to be the person in and who executed the forgoing Articles of Organization of FANmaleUSA, L.L.C., and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 7<sup>th</sup> day of July, 1999.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



(Notary Seal)

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
AND APPOINTING REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.407 AND 608.415, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY NAMED HEREIN SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

FANmaleUSA, L.L.C.

2. The name and address of the registered agent and registered office is:

Agent:

DAN ESTES

Street Address:

1515 S.E. 17<sup>th</sup> Street, Ste 119  
Fort Lauderdale, Florida 33316

**ACKNOWLEDGEMENT AND ACCEPTANCE BY REGISTERED AGENT**

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

July 7, 1999  
(Date)

Dan Estes  
(Signature of Registered Agent)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF BROWARD )

The undersigned Member of FANmaleUSA, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two Members
- 2) the total amount of cash contributed by the Members is \$1,000.00
- 3) if any, the agreed value of property other than cash contributed by Members is \$ 0.00  
and a description of the property is as follows:  

n/a
- 4) the amount of cash or property anticipated to be contributed by the Members is \$ 0.00
- 5) the total of the amounts in 2, 3 and 4 above is \$ 1,000.00

FURTHER AFFIANT SAYETH NOT

  
**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.)

The foregoing instrument was acknowledged before me this 7th day of July, 1999, by DAN ESTES, who is personally known to me.

  
(SIGNATURE OF PERSON TAKING ACKNOWLEDGEMENT)

(Name and Title of acknowledger, typed, printed or stamped)

