

Division of Corporations

**L99000005004**

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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**ATTN: BRENDA TADLOCK****LIMITED LIABILITY COMPANY****THE e-COMMERCE GROUP, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
The e-COMMERCE GROUP, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

**Article I  
Name**

The name of the limited liability company is The e-Commerce Group, LLC (the "Company").

**Article II  
Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**Article III  
Nature of Business and Mailing Address**

This Company is organized for the purpose of engaging in all lawful activities and do all other things which may be necessary or desirable in connection with the foregoing. The mailing address and the street address of the Company's initial principal office is 4901 N.W. 17<sup>th</sup> Way, #502 & 504, Ft. Lauderdale, Florida 33301.

**Article IV  
Initial Registered Office and Agent**

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131 and the registered agent at that address is Valdes-Fauli Corporate Services, Inc.

**Article V  
Participation Certificates**

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate. The amount of capital which the initial Members have committed as their initial capital contribution is One Thousand and No/100 Dollars (\$1,000.00). Additional capital contributions may be received and additional participation certificates issued at such times and in

*The e-Commerce Group, LLC - Articles of Organization*  
last rev. 8/12/99  
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such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

(b) No Member of this Company may transfer, sell or assign his or her Membership Interest in the Company to any other person except as provided for in the Company's Regulations and Operation Agreement.

**Article VI**  
**Addition of New Members**

New owners who take their interest directly from the Company will be admitted as Members with the consent of all of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of the Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

**Article VII**  
**Continuation on Death, Retirement, Etc. of Members**

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

**Article VIII**  
**Management**

This company shall be managed by Managing Members who shall be appointed as provided for in the Regulations and Operating Agreement. There shall initially be two Managing Members. The Managing Members, and their addresses, are as follows:

**Managing Members**

**Address**

James Meehan

300 South Pointe Drive, #3706  
Miami Beach, Florida 33139

Cody Smith

300 South Pointe Drive, #1206  
Miami Beach, Florida 33139

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(b) Except as otherwise provided in the Regulations and Operating Agreement, the Managing Members shall have full authority to conduct the business of the Company.

**Article IX**  
**Amendment**

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, JAMES MEEHAN, as a Managing Member, has executed these Articles of Organization the 12<sup>th</sup> day of August, 1999.


  
JAMES MEEHAN, Managing Member

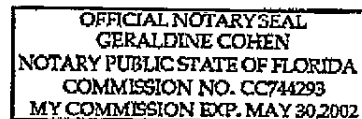
STATE OF FLORIDA )

) ss.:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 12 day of August, 1999 by JAMES MEEHAN who has produced as identification \_\_\_\_\_ or is personally known to me. GC

  
Notary Public  
Print Name: Geraldine Cohen  
My Commission Expires:



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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby 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.

VALDES-FAULI CORPORATE  
SERVICES, INC.

By: Guillermo J. Fernandez Quincoces  
Name: Guillermo Fernandez-Quincoces  
Title: Vice President

Dated: August 12, 1999

243337.3

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**AFFIDAVIT**

STATE OF FLORIDA )

) ss.:

COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public, personally appeared JAMES MEEHAN ("Affiant"), who, deposes and states that:

1. The e-Commerce Group, LLC has at least one member.
2. The total initial capital contributions and anticipated capital of the initial members of The e-Commerce Group, LLC is cash of One Thousand Dollars and 00/100 (\$1,000.00).
3. Except for the cash stated in No. 2 above, there shall be no property contribution made, or anticipated to be contributed, by the members.

FURTHER AFFIANT SAYETH NAUGHT.

  
JAMES MEEHAN, Managing Member

The foregoing instrument was acknowledged before me this 12 day of August, 1999, by JAMES MEEHAN, as Managing Member, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary PublicPrint Name: GERALDINE COHEN

My Commission Expires:

