

L99 00000 6024

GILES & ROBINSON, P.A.
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September 17, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

600002991426--8
-09/20/99--01116--006
****337.50 ****337.50

Re: Benchmark Capital Group, L.L.C.

Gentlemen:

Enclosed are the original and one copy of the Articles of Organization for the above-referenced limited liability company along with a check in the amount of \$337.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	250.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$337.50

FILED
SEP 20 PM 5:01
CORPORATION OF FLORIDA

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.

John J. Reid

JJR/ab
enclosures
cc: David Pepe

L99-6024

Name	JJR-9-24
Availability	
Document	je
Exhibits	je
Notes	je
Signer	je
Acknowledgment	je
A. P. Verity	je

ARTICLES OF ORGANIZATION
of
BENCHMARK CAPITAL GROUP, L.L.C.,
a Florida limited liability company

FILED
SEP 20 PM 5:00
SECRETARY (CST) 11A

ARTICLE I
NAME

The name of this limited liability company is Benchmark Capital Group, L.L.C. (the "Company").

ARTICLE II
DURATION

The Company shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE III
ADDRESS

The Company's mailing and street address is 1650 Oakhurst Ave., Winter Park, FL 32789.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of this Company shall be David S. Pepe. The street address of the initial registered office of the Company is 1650 Oakhurst Ave., Winter Park, FL 32789.

ARTICLE V
ADMISSION OF NEW MEMBERS

The members shall have the right to admit new member(s) to the Company. New members may come into the Company only upon the agreement of those members owning at least 100% of the interest in the Company or as otherwise stated in the Regulations.

ARTICLE VI
CONTINUATION

The remaining members of the Company shall have the right to continue the business 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 Company.

**ARTICLE VII
MANAGEMENT**


The Company shall initially be managed by the following person(s) who shall serve as manager until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address

David S. Pepe
1650 Oakhurst Ave.
Winter Park, FL 32789

THESE ARTICLES OF ORGANIZATION have been executed by the member this
17 day of September, 1999.

MEMBER:


David S. Pepe

FILED
59 SEP 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

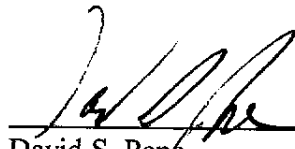
1. The name of the Limited Liability Company is: Benchmark Capital Group, L.L.C.
2. The name and address of the registered agent and office is:

David S. Pepe
(Name)

1650 Oakhurst Ave.
Street Address

Winter Park, FL 32789
(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 proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



David S. Pepe
Registered Agent

Dated: 9/17/99

FILED
09 SEP 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Benchmark Capital Group, L.L.C.,
deposes and says:

1. That the above-named limited liability company has at least one member.
2. That the total amount of cash contributed by the members is ten thousand Dollars
(\$10,000⁰⁰).
3. That, if any, the agreed value of property other than cash contributed by members is
NA. A description of the property, if any, is attached and made a part hereof.
4. That the total amount of cash or property anticipated to be contributed by members is
ten thousand Dollars (\$ 10,000⁰⁰). This total includes amounts from paragraphs 2
and 3 above.

Further Affiant sayeth naught.



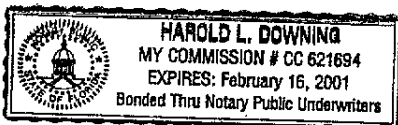
David S. Pope
Affiant

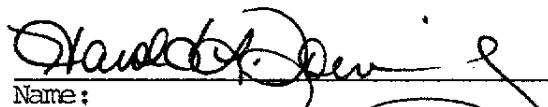
FILED
29 SEP 20 PM 5:00
NOTARY PUBLIC
DAVID S. POPE

G:\USER\AJB\NEWCORP\BENCH-AF

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of September, 1999
by David S. Pope, who is personally known to me and who did ~~not~~ take an oath.





Name:
Notary Public, State of Florida
Commission Number:
My Commission Expires: