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Phone 954 941-1900

Company GOLDEN INTERNET

Address 2401 E ATLANTIC BLVD STE 300

POMPANO BEACH State FL ZIP 33062

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\*\*\*125.00 \*\*\*125.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

11-4-99

**ARTICLES OF ORGANIZATION  
FOR  
E-BUSINESS DEVELOPER GROUP, LLC**

The Undersigned natural person of the age of eighteen years or more acting as the sole organizer of a limited liability company under the Florida Limited Liability Company Act (the "Act") hereby adopts the following Articles of Organization for **E-Business Developer Group, LLC**, a Florida Company (hereinafter "EBDG").

**ARTICLE I: NAME**

The name of the Company is **E-Business Developer Group, LLC**.

**ARTICLE II: ADDRESS**

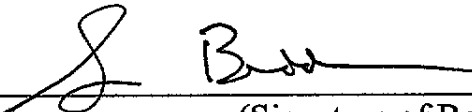
The mailing address and street address of the principal office of the Limited Liability Company is:

E-Business Developer Group, LLC  
2401 E. Atlantic Blvd. #300  
Pompano Beach, FL 33062

**ARTICLE III:  
REGISTERED AGENT, REGISTERED OFFICE, SIGNATURE**

Sean Biddiscombe  
2401 E. Atlantic Blvd. #300  
Pompano Beach, FL 33062

*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 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 am familiar with and accept the obligations of my position as registered agent as provided for Chapter 608, F.S.*

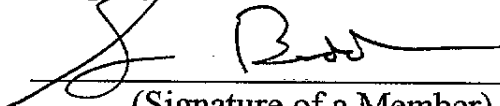


(Signature of Registered Agent)

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#### **ARTICLE IV: MANAGEMENT**

\_\_\_\_\_ The Limited Liability Company is to be managed by Todd Nelson, Sean Biddiscombe, David Decker, and Taylor Stull and is, therefore, a manager managed company.

  
(Signature of a Member)

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SEAN Biddiscombe  
(Typed or Printed Name of Signee)

#### **ARTICLE V: MEMBERSHIP INTEREST**

##### **Section 5.01 Rights and Powers**

- A. Number of Membership Interest.** EBDG shall have the authority to issue a maximum of one thousand (1,000) Units of participation of membership interest.

##### **Section 5.02 Rights of the Membership Interest.**

- A. Voting Rights and Powers.** On any matter, with respect to which holders of the Units of participation of outstanding membership interest are entitled to vote, each such member shall be entitled to cast one (1) vote in person or by proxy for each Unit of participation outstanding in his/her/its name.
- B. Other Rights.** Except as otherwise required by the Florida Limited Liability Company Act or as otherwise provided in this Articles of Organization, each Unit of the membership interests shall have identical powers, preferences and rights, including rights of liquidation.
- C. Issuance of the Membership Interests.** EBDG may from time to time authorize the issuance of any or all Units of participation of the membership interest herein authorized in accordance with the terms and conditions set forth in the Articles of Organization for

such purposes, in such amounts, to such persons, corporations, or entities, for such consideration, in one or more series, all as the company in its discretion may determine and without any vote or other action by the members, except as otherwise required by law.

#### **ARTICLE VI: ACTION BY CONSENT**

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of the members, may be taken without a meeting, without prior notice, and without a vote, if a consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum fifty one percent (51%) necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. A fifty one percent (51%) majority of the issued and outstanding Units at any point in time is required to carry out actions deemed necessary for the Company.

#### **ARTICLE VII: OFFICER INDEMNIFICATION**

An officer of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in officer's capacity as an officer, except that this Article VII does not eliminate or limit the liability of an officer to the extent the officer is found liable for (I) a breach of the officer's duty of loyalty to the Company or its members (II) an act or omission not in good faith that constitutes a breach of duty of the officer to the company or an act or omission that involves intentional misconduct or a knowing violation of the law (III) an act or omission for which the liability of an officer is expressly provided by an applicable statute. Any repeal or amendment of this Article VII by the members of the company shall be prospective only and shall not adversely affect any limitation on the liability of an officer of the company existing at the time of such repeal or amendments. In addition to the circumstances in which the officer of the company is not liable as set forth in the preceding sentences, the officer shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of an officer of a director of a corporation.

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### **ARTICLE VIII: AMENDMENT**

The Company reserves the right to amend, alter, change, add to or repeal any provision contained in this Articles of Organization in the manner now or hereafter prescribed by the Florida Limited Liability Company Act, and all rights conferred are granted subject to this reservation. A minimum of fifty one percent (51%) of the total Unit(s) authorized and outstanding is necessary for the Articles of Organization to be modified, altered, and/or changed from the original Articles of Organization for E-Business Developer Group, LLC.

### **ARTICLE IX: ORGANIZER**

The name of the Organizer of the Company is **Sean Biddiscombe**.

IN WITNESS WHEREOF, the Undersigned has executed these Articles of Organization on this 2<sup>nd</sup> day of NOVEMBER, 1999.

  
Sean Biddiscombe, Organizer

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