

L-990000008836

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

be creative (us), LC

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****160.00 ****160.00

W49-28451

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99 DEC 15 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/15

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Courier



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 14, 1999

CAPITAL CONNECTION, INC.

SUBJECT: BE CREATIVE (US), L.C.
Ref. Number: W99000028451

We have received your document for BE CREATIVE (US), L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 399A0005866

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99 DEC 15 PM 2:17
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corrected

ARTICLES OF ORGANIZATION

OF

be creative (us), l. c.

a Florida Limited Liability Company

FIRST: The name of the Limited Liability Company shall be **be creative (us), l. c.** (hereinafter referred to as the "Company").

SECOND: The mailing address and street address of the principal office of the Limited Liability Company is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

THIRD: The duration of the Company's existence shall be THIRTY (30) years from the date of filing of the Articles of Organization.

FOURTH: The purposes for which the Company is organized are the purchase and sale of communications equipment as well as any and all other lawful purposes for which a Limited Liability Company may be organized pursuant to the laws of the State of Florida and the United States.

FIFTH: The Company shall be managed by its Managers and the names and addresses of such Managers are:

NIGEL ELLIS
20 Oxford Mens Hove
E. Sussex, UK BN33NF

MICHAEL MILES
700 Longview Drive
(Buttonwood Harbor)
Longboat Key, FL 34228

JANE BENNETT
Flat 1
16 The Upper Drive
Sussex, UK BN36GN

JAY BUTLER
75 Chester Terrace
Hove Brighton
E. Sussex, UK BN16GB

SIXTH: Company shall be initially authorized and empowered to issue one class of Membership Unit.

SEVENTH: The total amount of initial cash contributed to the Company shall be TWO THOUSAND DOLLARS (\$2,000.00). There are no obligations for Members to make additional contributions to the Company.

EIGHTH: By majority vote of authorized and outstanding Membership Units, the Members may agree to admit additional Members to join the Company and establish the terms of their contributions to join.

NINTH: In the event of 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, the remaining Members may continue the business thereof.

TENTH: Whenever a Member or his legal representative requests a step-up election under Section 754 of the Internal Revenue Code as the same may be amended from time to time, such election shall be made as all Members of the Limited Liability Company, upon subscription for units therein, hereby irrevocably consent to such election when requested by any other Member.

ELEVENTH: Whenever income is earned by the Company, there shall be, at a minimum, sufficient distribution of income to its Members to allow them to pay, on a timely basis, all of their U.S. Federal, State and local tax liabilities imposed by virtue of their membership interest in the Company.

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TALLAHASSEE, FLORIDA

TWELFTH: I hereby form the Company and agree to serve as an initial Manager thereof.

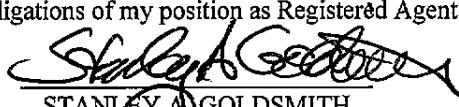

MICHAEL MILES

THIRTEENTH: Pursuant to the provisions of Section 608.415, Florida Statutes, the Company designates the name and address of its Registered Agent and office as follows:

Stanley A. Goldsmith
1605 Main Street
Suite 1001
Sarasota, Florida 34236

FOURTEENTH: To the Managers of **be creative (us), l. c.**

Having been named as Registered Agent and to accept Service of Process for the Company at the place designated in these Articles, 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 am familiar with and accept the obligations of my position as Registered Agent.


STANLEY A. GOLDSMITH
1605 Main Street
Suite 1001
Sarasota, Florida 34236

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TALLAHASSEE, FLORIDA

MEMBERSHIP AND CONTRIBUTIONS

The undersigned Members or authorized representatives of Members of **be creative (us), l. c.** depose and say:

1. The above-named Limited Liability Company has at least FOUR (4) members.
2. The total amount of initial cash to be contributed by the Members is TWO THOUSAND DOLLARS (\$2,000.00). There is no obligation of Members to contribute additional cash to the Company.
3. There is no property other than cash contributed by Members.
4. The total amount of cash or property anticipated to be contributed by Members is TWO THOUSAND DOLLARS (\$2,000.00). This includes amounts from (2) and (3) above. There is no obligation for Members to make additional contributions.

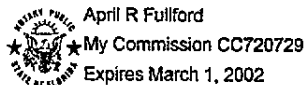

MICHAEL MILES

STATE OF FLORIDA)
COUNTY OF SARASOTA) ss:

The foregoing Articles of Organization and Membership and Contributions were acknowledged before me this 10 day of December, 1999, by MICHAEL MILES, as an Initial

Member of **be creative (us), l. c.**, and the Articles of Organization were acknowledged before me by MICHAEL MILES, as an Initial Manager of **be creative (us), l. c.** He is personally known to me or has produced FL Drivers License as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

April R Fullford
Signature of Notary Public

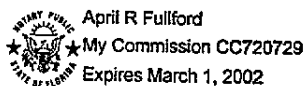


Print Name of Notary Public

I am a Notary Public of the State of Florida
and my commission expires on
_____.

The foregoing Articles of Organization of **be creative (us), l. c.** were acknowledged before me this 10 day of December, 1998 by STANLEY A. GOLDSMITH as Registered Agent. He is personally known to me or has produced FL Drivers License as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

April R Fullford
Signature of Notary Public



Print Name of Notary Public

I am a Notary Public of the State of Florida
and my commission expires on
_____.

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TALLAHASSEE, FLORIDA