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GEORGE S. LAWLER
DIRECT NUMBER
410.832.2040
glawler@wtplaw.com

July 18, 2000

Via Federal Express
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****125.00 ****125.00

Re: CDcoupon, LLC - Articles of Organization

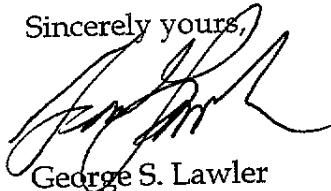
Dear Sir or Madam:

Enclosed please find for filing Articles of Organization for the above referenced company, along with a check in the amount of \$125.00, payable to the Florida Department of State, to remit payment of the applicable filing fees.

Please date stamp the extra copies of the Articles of Organization which are enclosed and return them to George S. Lawler, Esquire, Whiteford, Taylor & Preston L.L.P., Suite 400, 210 W. Pennsylvania Avenue, Towson, Maryland 21204-4515, in the self addressed stamped envelope provided for your convenience.

If you have any questions, please contact me at (410) 832-2040. Thank you for your assistance.

Sincerely yours,



George S. Lawler

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ymt
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GSL:wtp

Enclosure
202047

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

CDcoupon, LLC

ARTICLE II - Address:

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

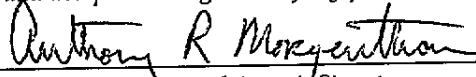
3333 W. Commercial Blvd., Suite 201, Fort Lauderdale, Florida 33309

ARTICLE III - Registered Agent, Registered Office and Registered Signature:

The name and the Florida street address of the registered agent are:

Anthony R. Morgenthau
3333 W. Commercial Blvd., Suite 201
Fort Lauderdale, Florida 33309

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 provided for in Chapter 608, F.S.

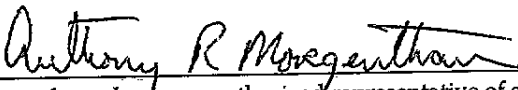


Registered Agent's Signature

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CLERK OF THE COURT
STATE OF FLORIDA

ARTICLE IV - Management (check box if applicable):

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.



Signature of member or an authorized representative 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.)

Anthony R. Morgenthau
Typed or printed name of signee

FILING FEES: \$100.00 - Articles of Organization; \$25.00 - Designation of Registered Agent; \$30.00 - Certified Copy (Optional); \$5.00 - Certificate of Status (Optional).