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WINNE, BANTA, RIZZI

HETHERINGTON &

March 25, 2002

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WALTER G. WINNE (1889-1972) HORACE F. BANTA (1895-1985) BRUCE F. BANTA (1932-1983)

CERTIFIED BY THE SUPREME COURT OF NEW JERSEY AS A CIVIL TRIAL ATTORNEY MEMBER NEW YORK BAR ALSO_ MEMBER CONNECTICUT BAR ALSO



Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

VIA AIRBORNE EXPRESS

Re:

Golden Publications, LLC

Dear Sir/Madam:

Enclosed please find an original and two copies of Articles of Organization of Golden Publications, LLC. Kindly file same, returning a letter of acknowledgment, Certified Copy and Certificate of Status.

We have enclosed a check in the amount of \$160 payable to the Florida Department of State, for the total amount of the filing fees and the certificates and copy.

Please call the undersigned if you should have any questions.

-03/29/02--01034--004 ****160.00 ****160.00

Very truly yours,

Scott K. McClain

SKM/iw Enclosure

cc: Jay Golden (w/out encl.) Gerry Goldman (w/out encl.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1 - Name:

The name of the Limited Liability Company is:

Jay Golden Enterprises, LLC

ARTICLE 2 - Address:

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

745 Roughbeard Road Winter Park, Florida 32792

ARTICLE 3 - Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the registered agent are:

Jay Golden 745 Roughbeard Road Winter Park, Florida 32792

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 as provided for in Chapter 608. F.S.

By: ______ Registered Agent's Signature

ARTICLE IV - Management (Check box if applicable.)

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

ARTICLE V - Effective Date:

The effective date of the Limited Liability Company is:

Signature of a member of a member.

March 22, 2002

(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.)

Jay Golden
Typed or printed name of signee