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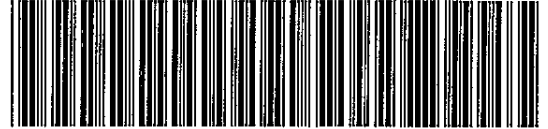
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TALLAHASSEE FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WELLINGTON THE MAGAZINE, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

LEW BLATTE
(Name of Person)

WELLINGTON THE MAGAZINE, LLC
(Firm/Company)

12230 FOREST HILL BLVD SUITE 114
(Address)

WELLINGTON, FLORIDA 33414
(City/State and Zip Code)

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For further information concerning this matter, please call:

LEW BLATTE at (561) 515-0850
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee &
Certificate of Status

\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

WELLINGTON THE MAGAZINE, LLC
(Present Name)
(A Florida Limited Liability Company)

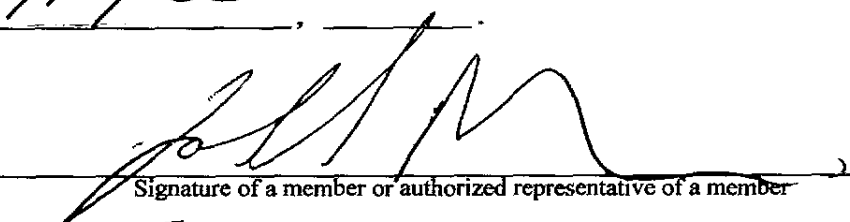
FIRST: The Articles of Organization were filed on 9/29/03 and assigned document number L03000037617.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

CATLEW INC REPLACES KLF ENTERPRISES

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Dated 5/15/05


Signature of a member or authorized representative of a member

JOSHUA MANNING
Typed or printed name of signee

Wellington The Magazine, a Florida Limited Liability Company
Meeting of Members
May 12, 2005

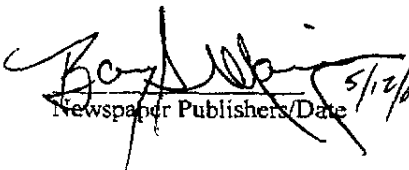
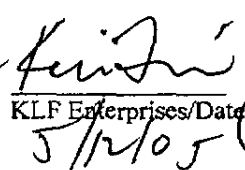
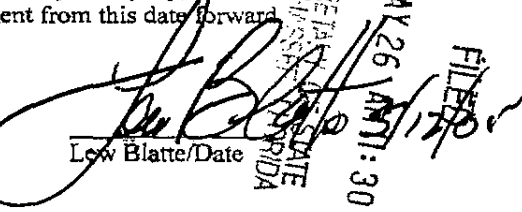
In Attendance: Barry Manning-Representative Member, Newspaper Publishers, Inc.
Kim Fialkow-Representative Member, KLF Enterprises
Lew Blatte-Non Member, Publisher, Wellington The Magazine

The Members met today to consider accepting Lew Blatte, the Transferee, as a Substitute Member for KLF Enterprises, the Transferring Member, as it relates to the Operating Agreement for Wellington The Magazine, LLC.

As noted in the Operating Agreement, "No transferee or assignee shall have the right to become a Substitute Member unless all of the Members, in the exercise of their sole discretion, expressly consent thereto in writing and the assignee or transferee agrees to be bound by all the terms and conditions of the Agreement."

As evidenced by the signatures below, both current members are in agreement that Lew Blatte becomes a Substitute Member for KLF Enterprises under the Operating Agreement. Lew Blatte agrees that he will be bound by all the terms and conditions of the Operating Agreement that previously applied for KLF Enterprises.

It is therefore resolved that from this date forward, KLF Enterprises is no longer a Member of Wellington The Magazine, a Florida Limited Liability Company, and Lew Blatte is the Substitute Member under the Operating Agreement from this date forward.

		
Newspaper Publishers/Date	KLF Enterprises/Date	Lew Blatte/Date
5/12/05	5/12/05	

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TALLAHASSEE
FLORIDA
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**WRITTEN CONSENT OF SOLE DIRECTOR TO ORGANIZE
CATLEW, INC.**

Pursuant to Section 607.0821 of the Florida Business Corporation Act (the "Act"), the undersigned, being the sole Director of CATLEW, INC., a Florida corporation (the "Corporation"), and in lieu of an organizational meeting of the Board of Directors, hereby consents to and adopts the following resolutions:

1. Articles of Incorporation. The Articles of Incorporation of the Corporation are approved.

2. Officers. The following persons are appointed to the offices set forth below to serve until successors are appointed:

President	Lew Blatte
Vice President/Secretary	Cathy Blatte

3. Bylaws. The attached Bylaws are adopted and approved as the Bylaws of the Corporation.

4. Stock Certificates. The attached specimen common stock certificate is approved as the form to be used in issuing shares of common stock of the Corporation.

5. Bank Account. The officers are directed to open an account with a bank or other financial institution and to deposit in that account all funds of the Corporation. All resolutions required to open an account in accordance with this paragraph are adopted as the action of the Board of Directors.

6. Organizational and Start-up Expenditures. The officers of the Corporation are authorized to elect to amortize organizational and qualified start-up expenditures in accordance with Sections 248 and 195 of the Internal Revenue Code, as amended.

7. Approval of Prior Actions. All lawful actions by the Incorporator and his representatives, which were taken on behalf of the Corporation prior to the effective date of this written consent, are approved.

8. Subscription for Shares of the Corporation. For the consideration determined by the Board of Directors to be adequate, the Corporation will issue stock certificates to the persons listed below in the amounts set forth opposite their names:

<u>Name</u>	<u>Number of Shares</u>
Lew Blatte	500
Cathy Blatte	500

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9. S Corporation Election. The Corporation, when considered advisable, and in conjunction with its tax advisors; may elect to be an S Corporation and taxed under the provisions of Subchapter S of the Internal Revenue Code, as amended. This election requires unanimous shareholder consent. The officers of the Corporation are directed and authorized to make the election by filing Internal Revenue Service Form 2553 and taking all other steps necessary to make this election.

10. Transfer of Membership Interest. The Corporation and its officers are authorized to enter into any and all agreements and to perform all acts necessary to transfer One Hundred percent (100%) of the percentage membership interest owned by KLF Enterprises, Inc., a Florida corporation ("KLF"), in Wellington The Magazine, LLC, a Florida limited liability company, to the Corporation, and One Hundred percent (100%) of the percentage membership interest owned by KLF in Lake Worth The Magazine, LLC, a Florida limited liability company, to the Corporation.

11. Performance. The officers are authorized and directed to execute and deliver all instruments and documents and to do all such other acts as may be necessary or appropriate to complete any transactions described herein.

This written consent is executed as of the ____ day of April, 2005.

Lew Blatte, Sole Director

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