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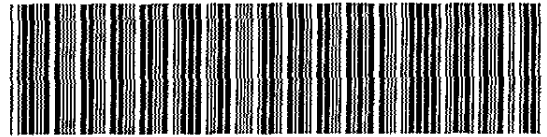
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

03 SEP 29 AM 11:50

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COHEN. NORRIS. SCHERER WEINBERGER & WOLMER

ATTORNEYS AT LAW

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GREGORY R. COHEN
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KYLE A. SILVERMAN*
JAMES S. TELEPMAN***
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BRENT G. WOLMER, P.A.

OF COUNSEL:

RICHARD S. RACHLIN, P.A.

RICHARD S. RACHLIN*

*Board Certified Civil Trial Attorney

September 24, 2003

EFFECTIVE DATE
9-22-03

*Of Counsel

**Board Certified Real Estate

***Board Certified Business Law

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY
TALLAHASSEE, FLORIDA

03 SEP 29 AM 11:50

FILED

Re: Articles of Organization for
WELLINGTON THE MAGAZINE, LLC and
KLF ENTERPRISES, INC.
Our File Nos. 98810.01 and .002

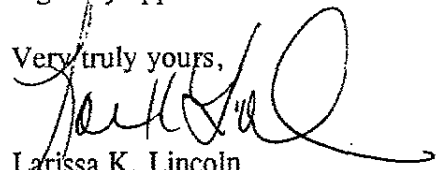
Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced Articles. Upon filing of these articles, please return the certified copies of both articles to the undersigned. Please note that the effective date is to be SEPTEMBER 22, 2003.

Two checks in the amounts of \$155.00 and \$78.75 are enclosed in payment for the for the filing fees, Registered Agent fees and certified copies costs.

Your prompt assistance in this matter is greatly appreciated.

Very truly yours,


Larissa K. Lincoln
Legal Assistant

SecIncWellingtonLLC...ltr
enclosures

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

712 U.S. HIGHWAY ONE • SUITE 400 • P.O. BOX 13146 • NORTH PALM BEACH, FLORIDA 33408-7146

TELEPHONE: (561) 844-3600 • FACSIMILE: (561) 842-4104

**ARTICLES OF ORGANIZATION OF
WELLINGTON THE MAGAZINE, LLC**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

EFFECTIVE DATE

The name of this limited liability company is ~~WELLINGTON THE MAGAZINE, LLC.~~

ARTICLE II

EFFECTIVE DATE

9-22-03

This limited liability company shall become effective SEPTEMBER 22, 2003, unless sooner terminated as provided in the Operating Agreement executed or to be executed by the members.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 15591 Cedar Grove Lane, Wellington, FL 33414. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is PETER R. RAY, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

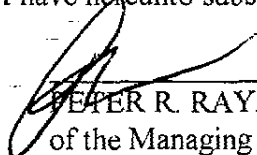
ARTICLE V

The management of this limited liability company shall be vested in a member or members (i.e. management committee as described in the Operating Agreement) and is, therefore, a member-managed company.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members as described in the Operating Agreement.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 18th day of September, 2003.



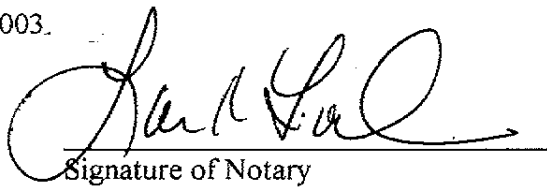
PETER R. RAY, Authorized Representative
of the Managing Member

03 SEP 29 AM 11:50
FILED
SECRETARY OF STATE
ALLAHASSER, LINDA

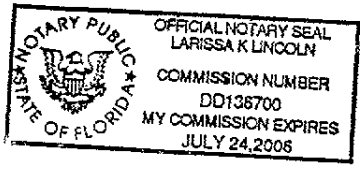
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of September, 2003, by PETER R. RAY, who is personally known to me or who has produced Florida State Driver's License Number N/A as identification and who did () or did not (X) take an oath.

Executed this 18th day of September, 2003.



Signature of Notary
Printed Name: LARISSA K. LINCOLN
My Commission Expires:
My Commission Number:



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FILED
TALLAHASSEE, FLORIDA

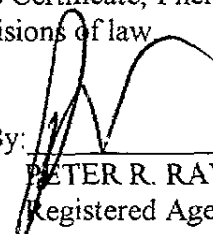
**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

That **WELLINGTON THE MAGAZINE, LLC**, a Florida limited liability company, with its office at 15591 Cedar Grove Lane, Wellington, FL 33414, has named **PETER R. RAY**, at 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law

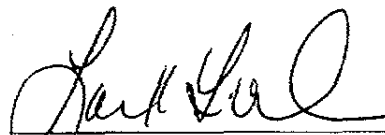
By: 
PETER R. RAY,
Registered Agent

FILED
03 SEP 29 AM 11:50
PALM BEACH COUNTY, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of September, 2003 by PETER R. RAY, who is personally known to me or who has produced Florida State Driver's License Number N/A as identification and who did () or did not (X) take an oath.

Executed this 18th day of September, 2003.


Signature of Notary
Printed Name: LARISSA K. LINCOLN
My Commission Expires:
My Commission Number:

