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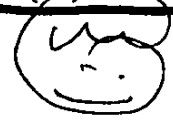
1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

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CERTIFIED COPY _____ CUS _____

PHOTO COPY _____ FILING L.C.

1.) Travel Quest Television Orlando, L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

G. TAX	250.00
FILING	35.00
R. AGENT FEE	52.50
C. COPY	337.50
TOTAL	
N. BANK	
BALANCE DUE	
FEETING	

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 DIVISION OF CORPORATIONS
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SPECIAL INSTRUCTIONS

**ARTICLES OF ORGANIZATION OF
TRAVEL QUEST TELEVISION ORLANDO, L.C.**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is Travel Quest Television Orlando, L.C.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819.

**ARTICLE III
Duration**

The period of duration of the Company is beginning from the date of these Articles of Organization are filed with the Florida Department of State and ending September 21, 2005.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Karl J. Kaiser. The address of the Company's registered office in Florida is 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819.

**ARTICLE V
Management**

The Company is to be managed by its Managing Member until the first meeting of its Members at which time said members shall vote upon whether to replace such Managing Member and retain permanent Managers to conduct the Company's business on their behalf.

The Managing Member as of the date of the filing of these Articles of Organization is as follows:

TQTV Operations Group, Ltd.
7380 Sand Lake Road, Suite 500
Orlando, FL 32819

**ARTICLE VI
Admission of New Members**

Members of the Company, by a majority vote of Membership Interests, have the right to admit new Members who execute a counterpart of these Articles of Organization.

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ARTICLE VII
Continuation of Business

The remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member in the Company. The business may be continued unless and until a majority of the remaining Membership Interests votes otherwise.

ARTICLE VIII
Additional Provisions

The power of adopt, alter, amend or repeal the regulations of the Company is vested in its Members by majority vote of the Membership Interests unless a Manager has been appointed, in which instance such power shall be vested in its Manager.

IN WITNESS WHEREOF, TQTV OPERATIONS GROUP, LTD. and TQUEST ORLANDO, INC. have executed these Articles of Organization on this 30 day of September, 1997.

TQTV OPERATIONS GROUP, LTD.

By: Karl J. Kaiser
Karl J. Kaiser, President of
TQUEST ORLANDO, INC., General
Partner

TQUEST ORLANDO, INC.

By: Gregg M. Yawman
Gregg M. Yawman, Vice President

STATE OF FLORIDA
COUNTY OF SEMINOLE

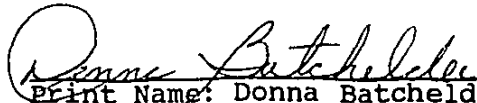
The foregoing instrument was acknowledged before me this 30 day of September, 1997, by KARL J. KAISER, on behalf of TQTV OPERATIONS GROUP, LTD. Said person did not take an oath and (check one) is personally known to me or produced a valid driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

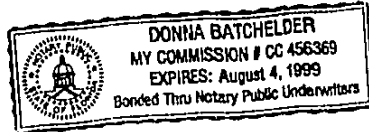
Donna Batchelder
Print Name: Donna Batchelder
Notary Public - State of Florida
Commission Number: CC 456369
My Commission Expires: 08/04/99



STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 30
day of September, 1997, by GREGG M. YAWMAN, Vice President of
TQUEST ORLANDO, INC., a Florida corporation. Said person did not
take an oath and (check one) is personally known to me or
 produced a valid driver's license (issued by a state of the
United States within the last five (5) years) as identification, or
 produced other identification, to wit: _____


Print Name: Donna Batchelder
Notary Public - State of Florida
Commission Number: CC 456369
My Commission Expires: 08/04/99



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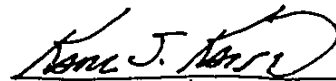
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a Member
Travel Quest Television Orlando, L.C. deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by its Members is \$1,000.
3. The agreed value of property other than cash contributed by the Members is \$0.
4. The total amount of cash or property anticipated to be contributed by its Members is \$5,000,000. This total does not include amounts from items 2 and 3 above.

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In accordance with Section 608.408(3), Florida Statutes, this execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.



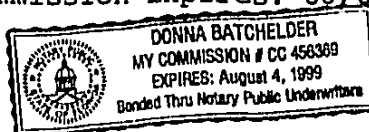
Karl J. Kaiser, on behalf of
TQTV Operations Group, Ltd.,
Managing Member

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 30
day of September, 1997, by KARL J. KAISER, on behalf of TQTV
OPERATIONS GROUP, LTD. Said person did not take an oath and (check
one) is personally known to me or produced a valid driver's
license (issued by a state of the United States within the last
five (5) years) as identification, or produced other
identification, to wit: _____.



Print Name: Donna Batchelder
Notary Public - State of Florida
Commission Number: CC 456369
My Commission Expires: 08/04/99



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.455 or 608.507, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is Travel Quest Television Orlando, L.C.
2. The name and address of the registered agent and office is: Karl J. Kaiser, 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept 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.

Dated: September 30, 1997.


Karl J. Kaiser

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