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ACCOUNT NO. : 072100000032  
REFERENCE : 971215 3487A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

ORDER DATE : September 23, 1998  
ORDER TIME : 11:23 AM  
ORDER NO. : 971215-005  
CUSTOMER NO: 3487A

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-09/23/98--01077--009  
\*\*\*337.50 \*\*\*337.50

CUSTOMER: Tami D. Toms, Legal Secretary  
ICARD MERRILL CULLIS TIMM  
FUREN & GINSBURG, PA  
2033 Main Street, Suite 600  
P. O. Drawer 4195  
Sarasota, FL 34237

CM

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98 SEP 23 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: BOOKTRADERS.NET L.C.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED  
98 SEP 23 PM 12:11  
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION  
BOOKTRADERS.NET L.C.

The undersigned, desiring to form a limited liability company ("Company") pursuant to the Florida Limited Liability Company Act, hereby makes and declares these Articles of Organization.

Article I - Name

The name of the Company is BOOKTRADERS.NET L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and the duration shall be perpetual.

Article III - Purpose

The Company is organized for the purpose of acquiring, developing, owning, operating, leasing and selling a trade or business, and any other lawful purpose.

Article IV - Mailing Address and Principal Office

The mailing and street address of the Company's principal office is 7734 Silver Bell Drive, Suite 101, Sarasota, Florida 34241.

ARTICLE V - Initial Registered Office and Agent

The name and street address of the initial registered agent of this Company is J. Geoffrey Pflugner, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

Article VI - Membership

Members of the Company have the right to admit new members. Additional members may be admitted only on a unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Article VII - Continuance of Company

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 or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

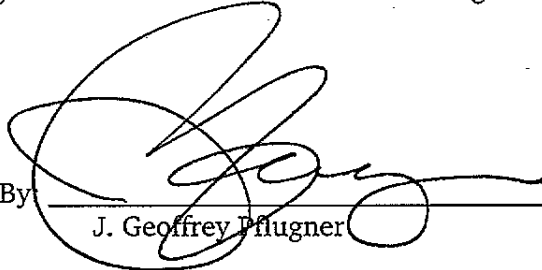
Article VIII - Management

The management of the Company shall be reserved to its Managers: Robert Zivitz and/or Nancy S. Zivitz, 7734 Silver Bell Drive, Sarasota, Florida 34241, who shall manage the Company.

Article IX - Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article VIII.

17<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of September, 1998.

By  \_\_\_\_\_  
J. Geoffrey Pflugner

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of BOOKTRADERS.NET L.C. deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is Fifty Thousand and No/100 Dollars (\$50,000.00).
- (3) If any, the agreed value of property other than cash contributed by members is \$ -0-.
- (4) The total amount of cash or property anticipated to be contributed by members is \$50,000.00. This total includes amounts from (2) and (3) above.

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.

BOOKTRADERS.NET L.C.

By: Robert Zivitz  
Robert Zivitz as Manager

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STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23 day of September, 1998 by Robert Zivitz as Manager of BOOKTRADERS.NET L.C., who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

J. Geoffrey Pflugner  
Notary Public  
My Commission Expires: \_\_\_\_\_

**J. GEOFFREY PFLUGNER**  
Notary Public, State of Florida  
My Comm. Expires Sept. 16, 2001  
No. CC 676449

**CERTIFICATE OF DESIGNATION OF BOOKTRADERS.NET L.C.  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the hereinabove 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 BOOKTRADERS.NET L.C..
2. The name and address of the registered agent and office is: J. GEOFFREY PFLUGNER, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

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.

  
J. GEOFFREY PFLUGNER

Date: 9/17/98

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