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Leahy & Associates, P.A.

A Professional Association

Timothy B. Leahy, Esquire

January 26, 2000

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***155.00 ***155.00

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of a Limited Liability Company

Dear Sir(s):

Please find enclosed the original Articles of Organization for XXX SPOT. NET, L.L.C., and one copy of said Articles of Organization. Also please find enclosed my check in the amount of \$155.00 to cover the cost involved in the filing of Articles of Organization for XXX SPOT. NET, L.L.C., as a limited liability company and for the Certificate of Registered Agent and a certified copy. Please send all things that will be sent from your office that involve the above limited liability company to the offices of Leahy & Associates, P.A., 535 Central Avenue, Suite 300, St. Petersburg, FL 33701.

Thank you for your cooperation concerning this matter. If you have any questions, please feel free to contact me.

Sincerely,

Leahy & Associates, P.A.

Name	Timothy B. Leahy, Esquire	
Availability	Enclosures	
Document	TBL/dw	DCC
Examiner		DCC
Updater		DCC
Updater		DCC
Verifier		DCC
Witness		DCC
W. P. Verifier		DCC

00 JAN 31 PM 3:24
FBI
SECRETARY OF STATE
DIVISION OF CORPORATIONS

535 Central Avenue, Suite 300 • St. Petersburg, Florida 33701
Telephone (813) 821-7881 • FAX (813) 821-7416

ARTICLES OF ORGANIZATION

OF

XXX SPOT. NET, L. L. C.

RECEIVED
DIVISION OF CORPORATIONS
00 JAN 31 PM 3:24

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization;

ARTICLE I

NAME:

The name of the Limited Liability Company shall be XXX SPOT. NET, L.L.C.

ARTICLE II

MAILING and STREET ADDRESS

The mailing address and principal place of business of the Company in Florida shall be 4532 W. Kennedy Blvd. NO. 318, Tampa, Florida 33609

ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Mark Felberg, 5801 Imperial Key, Tampa, Florida 33615.

ARTICLE V

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except by the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI

TERMINATION OF EXISTENCE

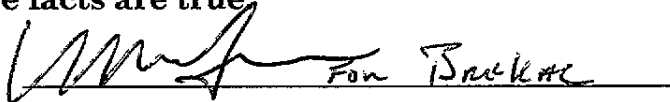
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members.

ARTICLE VII

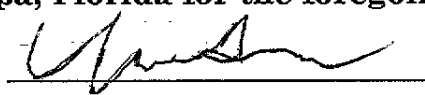
MANAGEMENT

The Company shall be managed by the Members.

I swear and affirm the above facts are true

 For Backe

In Witness Whereof, the undersigned Member has made and subscribed these Articles of Organization at Tampa, Florida for the foregoing use and purpose this 24 day of January, 2000.



STATE OF FLORIDA
COUNTY OF Pinellas

00 JAN 31 PM 3:24
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The foregoing instrument was acknowledged before me this 24 day of January, 2000, by Mark Felberg, who is personally known or who has produced D/K as identification and who (did) (did not) take an oath.

Timothy B. Leno
NOTARY PUBLIC

Print: Timothy B. Leno

My Commission Expires



TIMOTHY B. LENO

My Comm. Exp. 11/1/01

Bonded By Service

No. 00347107

Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in the Articles of Organization, 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.

Dated this 24 day of January, 2000

Mark Felberg
MARK FELBERG

00 JAN 31 PM 3:24
SECRETARY OF STATE
DIVISION OF CORPORATIONS