REFERENCE: 605441 4303929

AUTHORIZATION COST LIMIT :

ORDER DATE: February 29, 2000

ORDER TIME : 2:41 PM

ORDER NO. : 605441-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson

GREENBERG TRAURIG, P.A. GREENBERG TRAURIG, P.A. 1221 Brickell Avenue

21st Floor

Miami, FL 33131

DOMESTIC FILING

DIGITAL VENTURES LLC NAME:

100003152131--2

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

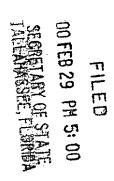
CONTACT PERSON: Erika Carlson

EXAMINER'S INITIA

ARTICLES OF ORGANIZATION

OF

DIGITAL VENTURES LLC



ARTICLE I

The name of the limited liability company (hereinafter called the "limited liability company") is DIGITAL VENTURES LLC.

ARTICLE II

The address of the principal office and the mailing address of the limited liability company is 930 Washington Avenue, 5th Floor, Miami Beach, Florida 33139, Attn.: Brad L. Krassner.

ARTICLE III

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing member, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

<u>ARTICLE V</u>

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE VI

The name and the Florida street address of the registered agent and office are:

Corporation Service Company 1201 Hay Street Tallahassee, Florida 32301

Having been named as the 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.

(Registered Agent's Signature)

Date: February 25, 2000

Deborah D. Skipper as its agent

ARTIČLE VII

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

Liea S. Caustarphin

Signature of a member or an anthorized representative of a member.

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

Typed or printed name of signed

FILING FEES:

\$100.00 Filing Fee for Articles of Organization \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (OPTIONAL)

\$ 5.00 Certificate of Status (OPTIONAL)

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