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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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4-21-2000

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00 APR 28 PM 3:38
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

summa publishing group ii, llc

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**ARTICLES OF ORGANIZATION
OF**

Summa Publishing Group II, LLC

Under the Florida Limited Liability Company Act Effective October 1, 1999

ARTICLE I

INTRODUCTORY STATEMENT

Pursuant to Section §608.407, Florida Statutes, under the Florida Limited Liability Company Act, as amended effective October 1, 1999 ("Amended Act"), these Articles of Organization ("Articles") are filed to organize the Florida limited liability company under the name set forth below in Article II and to acknowledge, accept and declare that such limited liability company is governed by the Amended Act.

ARTICLE II

NAME

The name of this limited liability company is Summa Publishing Group II, LLC (the "Company").

ARTICLE III

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 200 S. Biscayne Blvd., Suite 2500, Miami, Florida 33131-2336.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Scott R. Austin, P.A., a Florida corporation, 200 S. Biscayne Blvd., Suite 2500, Miami, Florida 33131-2336.

ARTICLE V

MANAGEMENT

The Company is to be a manager-managed Company.

ARTICLE VI

ADMISSION OF NEW MEMBERS

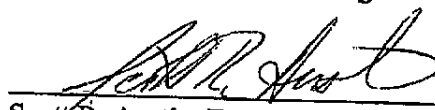
Members of the Company have the right to admit new members only upon the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VII

COMMENCEMENT DATE

The Company shall commence its existence as of 12:01 P.M. on April 21, 2000.

IN WITNESS WHEREOF, the undersigned as the Authorized Representative of the members pursuant to §§608.402(3) and 608.407 has executed these Articles of Organization on April 27, 2000.



Scott R. Austin, Esq.

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Summa Publishing Group II, LLC, at the place designated in the foregoing Articles of Organization, the undersigned hereby accepts its appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of the Florida Limited Liability Company Act, effective October 1, 1999, as amended relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of our position its Registered Agent.

Scott R. Austin, P.A., a Florida corporation
Registered Agent

Dated: April 27, 2000

By: 

Scott R. Austin, President

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