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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 735594 81444A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 19, 2000

ORDER TIME : 2:54 PM

ORDER NO. : 735594-005

CUSTOMER NO: 81444A

CUSTOMER: Ms. Mary Donehower

PATTERSON BOND & LATSHAW, P.A.

PATTERSON BOND & LATSHAW, P.A.

Suite A

3010 S. Third Street

Jacksonville, FL 32250

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-06/20/00--01001--015

*****30.00 *****30.00

DOMESTIC FILING

NAME: FUN2\$SAVE MEMBERSHIPS, LLC

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: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
00 JUN 19 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 JUN 19 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
fun2\$ave Memberships, LLC**

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 fun2\$ave Memberships, LLC ("Company"). The principal place of business of the Company in Florida shall be 100 Executive Way, Suite 214, Ponte Vedra Beach, Florida 32082. The mailing address of the business shall be: 100 Executive Way, Suite 214, Ponte Vedra Beach, Florida 32082.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than May 31, 2029, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is to create, organize, operate, maintain and market an organization of service related products through which members can receive discounted services in exchange for membership participation and 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 Robert A. Shevlin, 100 Executive Way, Suite 214, Ponte Vedra Beach, Florida 32082.

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FLORIDA

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property, set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Martin K. Dettelbach	\$350.00
Edward W. Rahn	\$290.00
Robert A. Shevlin	\$120.00
James L. Accomando	\$ 50.00
Louis F. Bianchini	\$ 30.00
Jeffrey S. Lahiff	\$ 50.00
Carl Turnblad	\$ 15.00
Robert Ferrante	\$ 15.00
Edmond P. Gavin, III	\$ 15.00
Steven J. Blutza	\$ 15.00
John C. Sullivan	\$ 15.00
George Antonopoulos	\$ 10.00
Rich Porter	\$ 10.00
Vincent Ben Reyes	\$ 15.00

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TALLAHASSEE FLORIDA

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in agreements adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the written consent of all of the members of the Company and upon such terms and conditions as shall be determined by the members. A member may transfer his or her interest in the Company as set forth in agreements 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 a majority of 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 VIII

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

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 minority in interest of the remaining members, provided there is least one (1) remaining member.

ARTICLE IX

MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Shevlin	100 Executive Way, Suite 214 Ponte Vedra Beach, FL 32082
Edward W. Rahn	100 Executive Way, Suite 214 Ponte Vedra Beach, FL 32082
Martin K. Dettelbach	100 Executive Way, Suite 214 Ponte Vedra Beach, FL 32082
James L. Accomando	220 Jeniford Road Fairfield, CT 06430-4027
Louis Bianchini	9 Deerwood Road Westport, CT 06880
Jeffrey S. Lahiff	1108 N. Bethlehem Pike, Suite #8 Lower Gwynedd, PA 19002
Carl Turnblad	35 Georgetown Circle Madison, CT 06443

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Robert J. Ferrante

392 Ocean Avenue
Marblehead, MA 01945

Edmond P. Gavin, III

25 Georgetown Circle
Madison, CT 06443

Steven J. Blutza

180 N. Michigan Avenue, #908
Chicago, IL 60601

John C. Sullivan

199 River Road
Madison, CT 06443

George Antonopoulos

100 Executive Way, Suite 214
Ponte Vedra Beach, FL 32082

Rich Porter

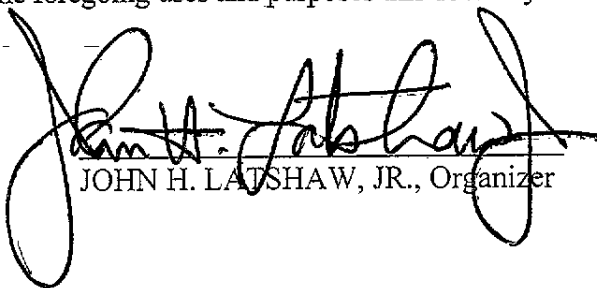
245 Boston Street
Guilford, CT 06437

Vincent Ben Reyes

100 Executive Way, Suite 214
Ponte Vedra Beach, FL 32082

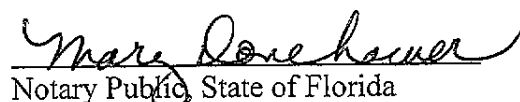
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Florida, for the foregoing uses and purposes this 15th day of June, 2000.


JOHN H. LATSHAW, JR., Organizer

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of June, 2000, by John H. Latshaw, Jr. He is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of fun2\$ave Memberships, LLC, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

Robert A. Shevlin

Robert A. Shevlin, Registered Agent

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