

6.
L00000009899

LAW
KIRK GRANTHAM
PROFESSIONAL ASSOCIATION

KIRK GRANTHAM
BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES
REAL ESTATE LAW

1860 FOREST HILL BLVD., SUITE 105
WEST PALM BEACH, FL 33406-6086

TELEPHONE (561) 966-6211
FACSIMILE (561) 966-9495

ASSOCIATES
WILLIAM CARTER CARROLL
NED HALE

OF COUNSEL
JAMES M. ADAMS
DAVID H. BLUDWORTH

August 14, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400003357774--9
-08/15/00--01048--003
***125.00 ***125.00

RE: CHILD GUARDIANSHIP, L.L.C.

Ladies\Gentlemen:

Please file the enclosed Articles of Incorporation for the above-named limited liability company. Enclosed is a check for \$125.00 for the filing fee.

Thank you.

Sincerely,

KIRK GRANTHAM, P.A.

Nancy T. Hammond
Nancy T. Hammond
Legal Assistant

FILED
00 AUG 14 PM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encs.

unt
8/17

ARTICLES OF ORGANIZATION

FOR

CHILD GUARDIANSHIP, L.L.C.

THESE ARTICLES are executed on this 20 day of June, 2000, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes with respect to CHILD GUARDIANSHIP, L.L.C ("the Company").

ARTICLE I

Name

The Company's name is CHILD GUARDIANSHIP, L.L.C

ARTICLE II

Business

The Company's business is developing websites. The Company may also do all things not otherwise illegal under the laws of the state of Florida.

ARTICLE III

Registered Agent

The name and post office address of the Company's registered agent is:

William C. Carroll, Esq.
c/o Kirk Grantham, P.A.
1860 Forest Hill Blvd., #105
West Palm Beach, FL 33406

FILED
00 AUG 14 PM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Principal Office

The mailing address and the street address of the principal office of the Company is:

The mailing address and the street address of the principal office of the Company is:

c/o Peter K. Brual
650 Greystone Park NE
Atlanta, GA 30324

ARTICLE V

Members

The name and post office address of the individuals who will serve as Members of the Company are:

Peter K. Brual
PO Box 550386
Atlanta, GA 30305

Christian J. Bezick
2938 Banyan Blvd. Circle N.W.
Boca Raton, FL 33431

ARTICLE VI

Managing Members

The Company shall be managed by a Managing Members. The name and address of the Managing Members is as follows:

Peter K. Brual
650 Greystone Park NE
Atlanta, GA 30324

ARTICLE VII

Admission of Additional Members

The right, if given, of the remaining members of the Company to admit additional members and the terms and conditions of the admission shall be as follows:

No additional members shall be admitted to the Company without the unanimous prior written consent of all of the other 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 Operating Agreement of the Company, but the transferee shall have no right to

FILED
00 AUG 14 PM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 transfer his or her interest approve of the proposed transfer by unanimous prior written consent.

ARTICLE IIX

Member's Rights to Continue Business

The right, if given, of the remaining members of the Company 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 shall be as follows:

If, within six (6) months from 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 remaining Members agree by Majority Vote by Interest to continue the L.L.C. and there is at least one(1) remaining Member, then the Company shall not be dissolved and it shall continue. If the Dissolution Event was the expiration of the Company's stated term, the Members shall select a new stated term for the Company by Majority Vote by Interest, but at any time after the expiration of the initial stated term of the Company, any Member may withdraw his or her Capital Account by written request to the Manager, who shall cause the Company. to return that Member's Capital Account within thirty (30) days of the receipt of a written request.

ARTICLE IX

Affidavit of Membership and Contributions

The undersigned member(s) or authorized representative of a member of Childguardianship L.L.C., hereby certifies as follows:

The Company has at least one member.

The actual contributions to the Company in cash or other property made by each member is as follows:

Cash:

Peter K Brual \$7,500.00

FILED
00 AUG 14 PM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Other Property (Site development):

Christian J. Bezick \$ 1.00

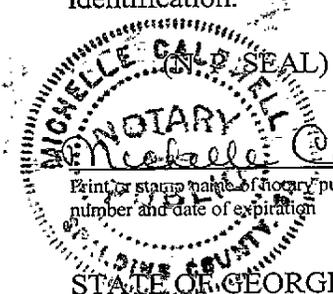
IN WITNESS WHEREOF, the undersigned Members have signed and sealed this certificate, on the day and year first above written.

Peter K. Brual
Peter K. Brual

Christian J. Bezick
Christian J. Bezick

The foregoing instrument was acknowledged before me this 20 day of June, 2000, by Peter K. Brual who is personally known to me or who produced Drivers License as identification.

Michelle Caldwell
Notary Public, State of Georgia



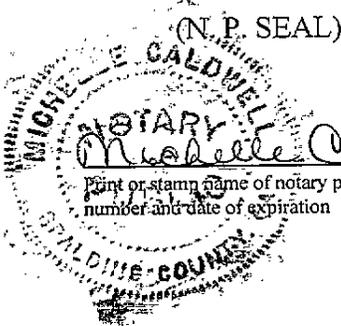
Michelle Caldwell
Print or stamp name of notary public, commission number and date of expiration
My Commission Expires 1-29-2002

COUNTY OF SPALDING

FILED
00 AUG 14 PM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 20 day of June, 2000, Christian J. Bezick who is personally known to me or who produced Drivers License as identification.

Michelle Caldwell
Notary Public, State of Georgia



Michelle Caldwell
Print or stamp name of notary public, commission number and date of expiration
My Commission Expires 1-29-2002

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF § 608.415 OR § 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the limited liability company is as follows:

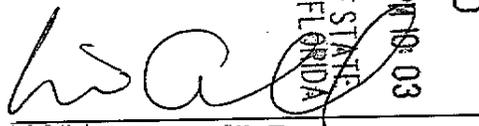
CHILD GUARDIANSHIP, L.L.C

The name and Florida street address of the registered agent and office is as follows:

William C. Carroll, Esq.
c/o Kirk Grantham, P.A.
1860 Forest Hill Blvd., #105
West Palm Beach, FL 33406

Having been named as statutory registered agent and to accept service of process for CHILD GUARDIANSHIP, L.L.C, a Florida limited liability company the ("Company"), at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and, on behalf of the Company, to accept service of process for the Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT: Date: 8.2.00



William C. Carroll, Esq.
c/o Kirk Grantham, P.A.
1860 Forest Hill Blvd., #105
West Palm Beach, FL 33406

RECEIVED
STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA
AUG 14 4 19 PM '00