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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 819198 119496A

AUTHORIZATION :

COST LIMIT : \$ PPD

MJH

8/31/00

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : September 1, 2000

ORDER TIME : 1:12 PM

ORDER NO. : 819198-005

CUSTOMER NO: 119496A

CUSTOMER: Randy C. Golden, Esq  
Randy C. Golden, Esq

100 North Biscayne Boulevard  
21st Floor  
Miami, FL 33132

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DOMESTIC FILING

NAME: TICKET DEFENSE TIPS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

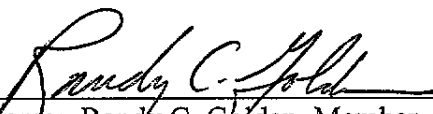
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32310

**ARTICLES OF ORGANIZATION**  
**of**  
**TICKET DEFENSE TIPS, L.L.C.**

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "*Act*"), does hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this limited liability company is Ticket Defense Tips, L.L.C. (the "*Company*").
2. **Duration** The Company shall exist from the date of commencement stated in paragraph 3, below, until the earlier of (i) thirty (30) years from the date of commencement or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Date of Commencement of the Existence of the Company.** The existence of the Company shall commence at 12:01 a.m., on August 31, 2000.
4. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation where it may engage in business.
5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Randy C. Golden. The street address of the initial registered agent of the Company is, Suite 2100, 100 N. Biscayne Boulevard, Miami, Florida 33132.
6. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Randy C. Golden, Esq., Suite 2100, 100 N. Biscayne Boulevard, Miami, Florida 33132.
7. **Amendments.** These Articles, except with respect to the vested rights of the members, may be amended from time to time by a vote of members representing a majority of the membership interests of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization on the 31st day of August, 2000.


By:   
Name: Randy C. Golden, Member

**TICKET DEFENSE TIPS, L.L.C.**

**ACCEPTANCE TO SERVE AS REGISTERED AGENT**

The undersigned, Randy C. Golden, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S..

DATED this 31<sup>st</sup> day of August, 2000.

  
Randy C. Golden