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September 15, 2000

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****125.00 ****125.00

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization
Cartoonia, L.L.C.
Check for \$125.00

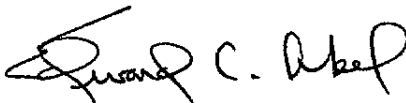
Dear Ladies and Gentlemen:

We enclose the referenced corporate instrument, in duplicate, together with our check in the amount of \$125 for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosures

cc: Richard J. Aboud, C.P.A.

FILED
SEP 20 2000
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

L00-11560
QR

ARTICLES OF ORGANIZATION

OF

CARTOONIA, L.L.C.

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be CARTOONIA, L.L.C.

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of this Company shall be 9124 Cypress Green Drive, Jacksonville, Duval County, Florida 32256.

ARTICLE III
REGISTERED AGENT

The initial registered office of this Company shall be 9124 Cypress Green Drive, Jacksonville, Duval County, Florida 32256.

ARTICLE IV
MANAGEMENT OF THE COMPANY

This Company will be a manager managed company managed by one or more managers elected by its members in accordance with and

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


NO SEP 20 PM 5:00

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subject to the requirements of the Act and the operating agreement of this Company. A manager may be a member of the Company. The initial manager shall be RICHARD J. ABOUD whose address is 9124 Cypress Green Drive, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, the undersigned, being a member or the authorized representative of a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with Section 608.407(3) of the Act.

DATED this 13 day of September, 2000.


RICHARD J. ABOUD, a member

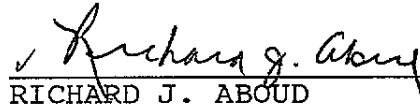
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARTOONIA, L.L.C.
CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following is submitted:

CARTOONIA, L.L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates EDWARD C. AKEL, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be One Independent Drive, Suite 2301, Jacksonville, Florida 32202.

DATED this 13 day of September, 2000.



RICHARD J. ABOUD

ACCEPTANCE BY REGISTER AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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

DATED this 13 day of September, 2000.



EDWARD C. AKEL

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TALLAHASSEE, FLORIDA