

LO10000000357

BENSON, MOYLE & MUCCI, LLP

ATTORNEYS AT LAW
BANK OF AMERICA BUILDING
ONE FINANCIAL PLAZA, SUITE 1600
FORT LAUDERDALE, FLORIDA 33304-1697

WILLIAM H. BENSON, P.A.
BERNARD T. MOYLE, P.A.
MARK S. MUCCI, P.A.
MARK J. LOTERSTEIN

BROWARD (954) 524-6800
DADE (305) 944-3311
PALM BEACH (561) 734-4655
FACSIMILE (954) 463-6963

MJH

January 3, 2001

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

300003522963--9
-01/04/01--01039--005
****125.00 ****125.00

Re: Ameribridge Florida, LC
Our File No.: 00-352


Dear Sir or Madam:

Enclosed herewith please find the Articles of Organization to be filed on behalf of our client, Ameribridge Florida, LC. Also included is our Attorney Trust Account check in the amount of \$125.00, representing the fees for filing and designation of registered agent.

If you have any questions or require additional information to process this filing, please do not hesitate to contact the undersigned.

Very truly yours,

BENSON MOYLE & MUCCI, LLP


Mark J. Loterstein
For the Firm

MJL/fmc
enclosure
K:\00-352\corres\0103divcorp.ltr.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -4 PM 4: 57

**ARTICLES OF ORGANIZATION
AMERIBRIDGE FLORIDA, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -4 PM 4: 57

ARTICLE 1: NAME

The name of the Limited Liability Company ("LC") shall be AMERIBRIDGE FLORIDA, L.C.

ARTICLE 2: PURPOSE

The LC may engage in any lawful business not prohibited by statute or law.

ARTICLE 3: REGISTERED AGENT

The name and address of the initial Registered Agent is Bernard T. Moyle, Esq., Benson, Moyle & Mucci, LLP, One Financial Plaza, Suite 1600, Fort Lauderdale, Florida 33394.

ARTICLE 4: PRINCIPAL OFFICE

The mailing address of the principal office is One Financial Plaza, 22nd Floor, Ft. Lauderdale, Florida 33394.

ARTICLE 5: MANAGEMENT

The LC shall be managed by the Manager.

ARTICLE 6: DURATION

The LC's existence shall be perpetual unless terminated by the written agreement of all the members or upon the occurrence of any other event which terminates the continued membership of a member unless the business of the L.C. is continued by the consent of all the remaining members.

ARTICLE 7: POWERS

The LC shall have all the powers authorized by law or statute.

ARTICLE 8: MEMBER LIABILITY

Members shall not be personally liable for the debts, obligations, or liabilities of the LC unless a Member agrees in writing to be liable.

ARTICLE 9: ADDITIONAL MEMBERS

The LC may admit additional members at any time and in any manner by the majority written consent of the current Members.

ARTICLE 10: AMENDMENT

The power to amend, alter or repeal these Articles of Organization shall be vested in the Members. The Articles of Organization may be amended at any time and in any manner by the majority written consent of the Members.

ARTICLE 11: CERTIFICATES

The LC has the authority and shall issue Certificates of Membership to each Member evidencing that Member's interest in the LC. Certificates of Membership shall be signed by a Manager (or officer) of the LC.

ARTICLE 12: TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of the LC may be transferred to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the LC do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the LC or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferor Member otherwise would be entitled.

Dated: 1/3/01

DIGITAL MEDIA NETWORK, INC., Member

By: _____

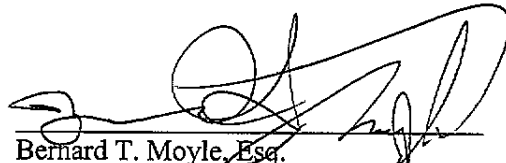
Bernhard Schutte

Title: Chief Operating Officer

ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby 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: The 3 day of January, 2001.



Bernard T. Moyle, Esq.
Benson, Moyle & Mucci, LLP
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394-1697
(954) 524-6800 - Fax (954) 463-6963

K:\00-352\corp\Articles.wpd