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 Tallahassee, Florida 32301
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L01000021786

December 17, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Affinity Liquidation Admin LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

APPROVED
 AND
 FILED

01 DEC 17 AM 11:39 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 01 DEC 17 AM 10:12

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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JB
 12-17-01

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
AFFINITY LIQUIDATION ADMIN LLC

The undersigned, being authorized to execute and file these Articles of Organization (the "Articles") under the Florida Limited Liability Company Act, as amended (the "Act"), hereby certify that:

ARTICLE I
Name

The name of the Limited Liability Company is AFFINITY LIQUIDATION ADMIN LLC.

ARTICLE II
Principal Business Address

The mailing address and principal business address of the Limited Liability Company is 2200 Tall Pines Drive, Suite 106, Largo, FL 33771, or such other address or addresses as the members may designate from time to time.

ARTICLE III
Management

The Limited Liability Company is to be a manager-managed company and the name and address of the initial managers who are to serve as managers are:

Robert Poitras
2200 Tall Pines Drive
Suite 106
Largo, FL 33771

ARTICLE IV
Registered Agent and Office

The initial registered agent for this Company shall be A. Edward McGinty, and the address of the registered agent for service of process shall be A. Edward McGinty, Bank of America Plaza, 1019 E. Kennedy Blvd., Suite 2800, Tampa, Florida 33602.

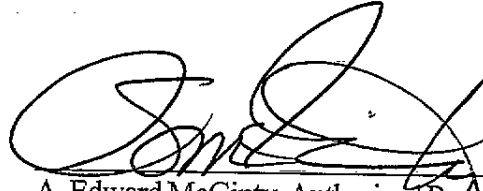
ARTICLE VI
Indemnification

The Limited Liability Company shall, to the fullest extent permitted by Section 608.4363 of the Florida Statutes, as amended from time to time, indemnify all persons whom it may

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indemnify pursuant thereto. The indemnification provided by this Article VI shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the operating agreement and regulations of the Limited Liability Company, by agreement or otherwise.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 14th day of December 2001.



A. Edward McGinty, Authorized Representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

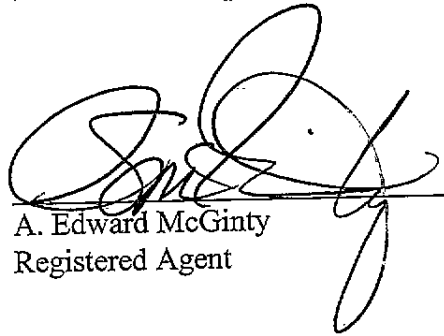
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ACCEPTANCE BY REGISTERED AGENT

Having been designated as the registered agent of Vici Marketing LLC as set forth in the foregoing Articles of Organization, the undersigned hereby simultaneously accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 608.415 or 608.57.

Signed this 14th day of December 2001.



A. Edward McGinty
Registered Agent

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