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January 7, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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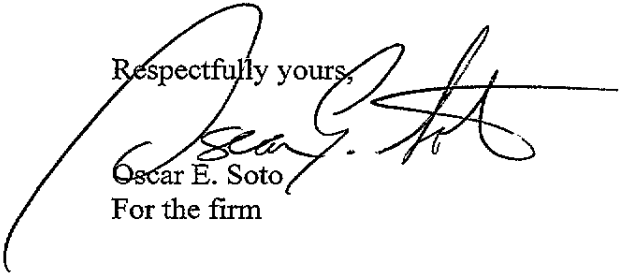
Re: Articles of Organization for OneWay Direct, L.L.C.

To whom it may concern,

Enclosed please find a check in the amount of \$125.00 representing the filing fee for the enclosed Articles of Organization of OneWay Direct, L.L.C.

If you have any questions, please let me know.

Respectfully yours,


Oscar E. Soto
For the firm

OES/yr

cc: Wayne Kleinert

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TALLAHASSEE, FLORIDA

SV

**ARTICLES OF ORGANIZATION
OF
ONE WAY DIRECT, L.L.C.**

The undersigned, for the purpose of forming a Limited Liability Company, under the Florida Limited Liability Company, Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I-NAME

The name of the Limited Liability Company shall be ONEWAY DIRECT, L.L.C. ("Company"). The principal office, place of business and mailing address of the company in Florida shall be 3101 Port Royale Boulevard, Suite 433 , Fort Lauderdale, Florida 33308.

ARTICLE II-DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III-PURPOSES OF POWERS

The general purpose for which this company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Wayne Kleinert, 3101 Port Royale Boulevard, Suite 433, Fort Lauderdale, Florida 33308.

ARTICLE V-ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the company accept with unanimous written consent of all the members of the company and upon such terms and conditions that shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other

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members of the company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

ARTICLE VI-TERMINATION OF EXISTENCE

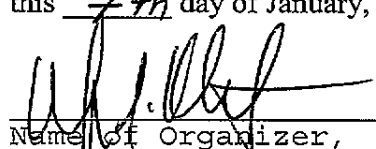
The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE VII-MANAGEMENT

The company shall be managed by a manager in accordance with the regulations adopted by the members of the management of the business and affairs of the company. These regulations may contain any provisions for the regulations and management of the affairs of the company not in consistent with law or these Articles of Organization. The name and address of the initial manager of the company is Wayne Kleinert, 3101 Port Royale Boulevard, Suite 433, Fort Lauderdale, Florida 33308.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Lauderdale, Broward County, Florida for the foregoing uses and purposes this 7th day of January, 2002.

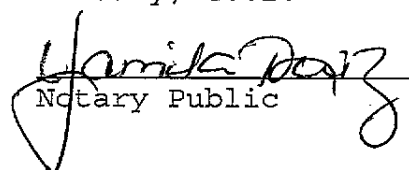


Name of Organizer,
Wayne Kleinert

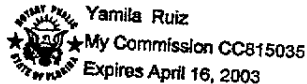
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared Wayne Kleinert to me well known to be the organizer of the above limited liability company and who subscribed the Articles of Organization and that he freely and voluntarily acknowledge before me according to law that he made the same for the uses and purpose mention set forth in it.

In witness whereof I have set my hand and affixed my official seal this 7th day of January, 2002.


Notary Public

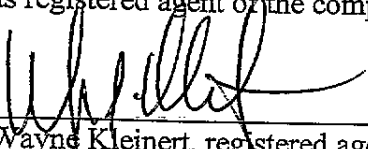
My Commission Expires



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of OneWay Direct, L.L.C. as the registered agent of this Limited Liability Company, hereby consents to his appointment as registered agent of the company.


Wayne Kleinert, registered agent

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