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From: DENNIS SZCZECH (954) 491-2021
AMERICAN TRAVEL NETWORK, LLC
8400 N. ANDREWS AVE
SUITE 250
FT. LAUDERDALE, FL, 33309

(City/State/Zip/Phone #)

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(Business Entity Name)

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October 8, 2002

VIA FEDERAL EXPRESS

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

Re: ATN Sales Management Group, LLC

Dear Sir or Madam:

Enclosed for filing is an original and one copy of Articles of Organization for the referenced limited liability company. Once filed, please return a certified copy to my attention in the enclosed Federal Express envelope.

Also enclosed is our check in the amount of \$155.00 for the filing fees.

Thank you for your anticipated cooperation in this matter.

Sincerely,


Dennis J. Szezech

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
ATN SALES MANAGEMENT GROUP, LLC

ARTICLE I

NAME

The name of the Limited Liability company is "ATN SALES MANAGEMENT GROUP, LLC."

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 6400 North Andrews Avenue, Suite 250, Fort Lauderdale, Florida 33309.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent is Dennis J. Szczech, 710 North Ocean Boulevard, Suite 211, Pompano Beach, Florida 33062.

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, 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 as provided for in Chapter 608, F.S.


Dennis J. Szczech

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TALLAHASSEE, FLORIDA

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ARTICLE IV

INDEMNIFICATION

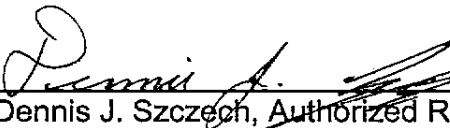
Subject to the provision of the Florida Limited Liability Company Act, or provision of a written operating agreement, the Limited Liability Company shall indemnify and hold harmless any member or any manager or other person from and against any and all claims and demands whatsoever arising in connection with the Limited Liability Company.

ARTICLE V

EFFECTIVE

These Articles of Organization shall be effective as of the filing date hereof.

IN WITNESS WHEREOF the undersigned executes these Articles of Organization on the ____ day of October, 2002.


Dennis J. Szczep, Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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