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March 24, 2003

VIA FEDEX

WRITER'S DIRECT LINE  
813.225.4110  
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CLIENT/MATTER NUMBER  
026102-0101

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Formation of Limited Liability Companies

Dear Sir/Madam:

Enclosed please Articles of Organization for the following new entities:

1. CrossGen Intellectual Property, LLC;
2. Code 6 Comics, LLC;
3. CrossGen Publishing, LLC;
4. CrossGen Comics, LLC;
5. CrossGen Media, LLC;
6. ROFR Interactive, LLC ;
7. CrossGen Interactive, LLC ;
8. CrossGen Productions, LLC ;
9. Comics on the Web, LLC ;
10. CrossGen Education, LLC ;
11. Megacon, LLC ; *and*
12. CrossGen Technologies, LLC .

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You will also find enclosed a check in the amount of \$1,500.00 to cover the cost of filing these limited liability companies with the State of Florida. I have also included an additional copy of the Articles of Organization for each entity which I would like to have stamped with the filing date and returned to me in the enclosed self-addressed stamped envelope for my records. If you have any questions, please do not hesitate to give me a call.

Sincerely,



Margo T. Valenti  
Paralegal

Enclosures (12)

BRUSSELS  
CHICAGO  
DENVER

DETROIT  
JACKSONVILLE  
LOS ANGELES  
MADISON

MILWAUKEE  
ORLANDO  
SACRAMENTO

SAN DIEGO  
SAN DIEGO/DEL MAR  
SAN FRANCISCO  
TALLAHASSEE

TAMPA  
WASHINGTON, D.C.  
WEST PALM BEACH

005.285759.1

**ARTICLES OF ORGANIZATION  
OF  
ROFR INTERACTIVE, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization.

**ARTICLE I**

The name of the Limited Liability Company is: ROFR Interactive, LLC

**ARTICLE II**

The mailing address and street address of the principal office of the Limited Liability Company is 4023 Tampa Road, Suite 2400, Oldsmar, FL 34677.

**ARTICLE III**

The street address of the company's registered agent is 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

**ARTICLE IV**

The limited liability company is to be managed by CrossGen Entertainment and is, therefore, a manager- managed company.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization of ROFR Interactive, LLC, this 14th day of March, 2003 on behalf of the parties who shall be its members.

CROSSGEN INTERACTIVE, LLC, member  
By: CROSSGEN MEDIA, LLC, member  
By: CROSSGEN ENTERTAINMENT, INC.  
Manager



Name: Mark A. Alessi  
Title: Director/CEO/President

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**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the Company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

**DATED:** Effective this 24<sup>th</sup> day of March, 2003.

**F & L Corp.**



By: Martin A. Traber, Esquire  
Title: Vice President

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