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DIVISION OF CORPORATIONS
03 MAR 27 AM 10:12

FOLEY LARDNER
ATTORNEYS AT LAW

March 24, 2003

VIA FEDEX

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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03 MAR 27 AM 10:12

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

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
CROSSGEN COMICS, 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: CrossGen Comics, 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

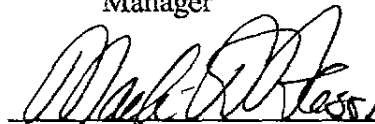
The street address of the company's registered agent is 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

ARTICLE IV

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

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

CROSSGEN PUBLISHING, LLC, Member
BY: CROSSGEN ENTERTAINMENT, INC.,
Manager



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

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MAR 27 AM 12

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 24th day of March, 2003.

F & L Corp.

A handwritten signature in black ink, appearing to read 'Martin A. Traber', is written over a horizontal line.

By: Martin A. Traber, Esquire

Title: Vice President