

L030000014475

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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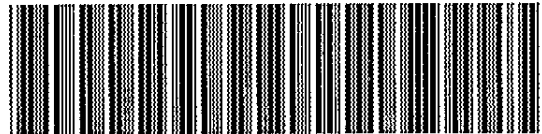
(Business Entity Name)

(Document Number)

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Effective Date -
4-22-03

APPROVED
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03 APR 23 PM 12:43 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DATE
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

JB
4-23-03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 065243 7376326

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 23, 2003

ORDER TIME : 11:01 AM

ORDER NO. : 065243-005

CUSTOMER NO: 7376326

CUSTOMER: Ms. Debbie A. Borgh
Timothy K. Mariani, Attorney
At Law
Suite B, Jordan Hills
Professional Centre 1550 South
Clearwater, FL 33756

DOMESTIC FILING

NAME: TALKSHOP USA, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
OF
TALKSHOP USA, LLC**

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the limited liability company to be formed hereunder is

"TALKSHOP USA, LLC"

**ARTICLE II
DATE OF EXISTENCE AND PERIOD OF DURATION**

This limited liability company shall begin existence effective the 22nd day of April, 2003, and shall continue in perpetuity, unless sooner terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

**ARTICLE III
PURPOSES**

The purpose of the limited liability company is to engage in any lawful activities mutually agreeable to the Members.

**ARTICLE IV
POWERS**

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

**ARTICLE V
MAILING ADDRESS AND PLACE OF BUSINESS**

The mailing address and street address of the principal office of the limited liability company are: 2928 West Bay Drive, Belleair Bluffs, Florida 33770.

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TALLAHASSEE, FL 32310

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**ARTICLE VI
MANAGEMENT**

The limited liability company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 1550 S. Highland Avenue, Suite B, Clearwater, Florida 33756 and the name of its initial Registered Agent is Timothy K. Mariani.

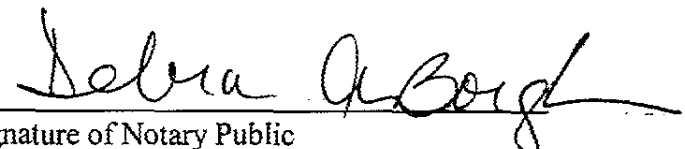
22nd IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this day of April, 2003.



Hugh R. Burton, Authorized Representative

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of April, 2003, by Hugh R. Burton, as the authorized representative of the members of TALKSHOP USA, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.



Signature of Notary Public
Notary Public - State of Florida
My Commission Expires:



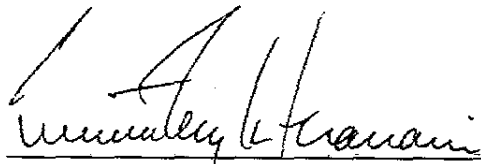
Debra A. Borgh
MY COMMISSION # CC994779 EXPIRES
January 30, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

APPROVED
AND
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of TALKSHOP USA, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as Registered Agent.

Signed this 22nd day of April, 2003.



Timothy K. Mariani, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of April, 2003, by Timothy K. Mariani, as Registered Agent for TALKSHOP USA, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.



Signature of Notary Public
Notary Public - State of Florida
My Commission Expires:



Debra A. Borgh
MY COMMISSION # CC994779 EXPIRES
January 30, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY OF STATE
FLORIDA

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APPROVED
AND
FILED