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TALLAHASSEE, FLORIDA

W03-21695
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ZELLER & ASSOCIATES, L.L.C.

Ronald J. Zeller, Esq.

James J. Cooney, Esq. (1938-2000)

Of Counsel:

A. Faxon Henderson, Esq.

Richard H. Olsen, Esq.

ESPERANTE' BUILDING
222 LAKEVIEW AVENUE, SUITE 260
WEST PALM BEACH, FLORIDA 33401
TELEPHONE: (561) 802-4480
TELEFAX: (561) 802-4387
E-MAIL: zellerlawfirm@cs.com

July 23, 2003

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Organization for Florida Cartoon Maps, L.L.C., for filing. Also enclosed please find our check in the amount of \$125.00, for filing fees for the following:

- | | | |
|----|------------------------------|----------|
| 1. | Filing Fees- New Florida LLC | \$100.00 |
| 2. | Registered Agent- | \$25.00 |

If you should have any questions, please contact me at the above referenced number.

Very truly yours,



Suzanne T. Zeller, Legal Assistant

RJZ:stz

w/Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 31, 2003

SUZANNE T. ZELLER, LEGAL ASST.
ZELLER & ASSOCIATES, L.L.C.
222 LAKEVIEW AVENUE, STE. 260
WEST PALM BEACH, FL 33401

SUBJECT: FLORIDA CARTOON MAPS, L.L.C.
Ref. Number: W03000021695

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2003 AUG 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for FLORIDA CARTOON MAPS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 003A00044302

ZELLER & ASSOCIATES, L.L.C.
ATTORNEYS AT LAW
222 LAKEVIEW AVENUE, SUITE 260
ESPERANTE' BUILDING
WEST PALM BEACH, FL 33401
TEL: (561) 802-4480
FAX: (561) 802-4387

FILING MEMORANDUM

TO: Joey Bryan, Document Specialist
FROM: Ronald J. Zeller, Esq.
DATE: August 11, 2003
SUBJECT: FLORIDA CARTOON MAPS, L.L.C.

We enclose revised Articles of Organization for the captioned limited liability company pursuant to your letter dated July 31, 2003, a copy of which is enclosed for reference. Please return one copy for our file. Thank you.

Sincerely,



Ronald J. Zeller, Esq.
RJZ:jks

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2003 AUG 13 PM 1:19
JAMES H. HARRINGTON
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
FLORIDA CARTOON MAPS, L.L.C.

FILED
2003 AUG 13 PM 1:19
JENNIFER E. HARRIS, CLERK
TALLAHASSEE, FLORIDA

ARTICLE I-Name:

The name of the Limited Liability Company is: **FLORIDA CARTOON MAPS, L.L.C.**

ARTICLE II-Address:

The initial mailing address and street address of the principal office of the Limited Liability Company is: 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401.

ARTICLE III-Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV-Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Ted Karsch, 4850 Sable Pine Circle, # D2, West Palm Beach, FL 33417

Vicki Karsch, 4850 Sable Pine Circle, # D2, West Palm Beach, FL 33417

ARTICLE V-Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and

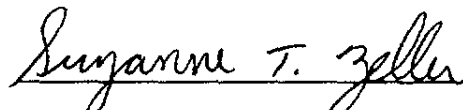
conditions of the admissions shall be as set forth in the Operating Agreement adopted by the Members, and any Amendments thereto.

ARTICLE VI-Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as set forth in the Operating Agreement adopted by the Members, and any Amendments thereto.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for Florida Cartoon Maps, L.L.C. at West Palm Beach, Florida, on August 11, 2003.

ORGANIZER: Suzanne T. Zeller


Suzanne T. Zeller

State of Florida)

County of Palm Beach)

Sworn to and subscribed before me this 11th day of August, 2003 by Suzanne T. Zeller, who is personally know to me and who acknowledged before me that she executed the foregoing Articles of Organization for the purposes therein stated.



Notary Public

My Commission Expires:



IRIS M. DIMICK
MY COMMISSION # DD 166773
EXPIRES: December 25, 2006
Bonded Thru Budget Notary Services

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
2003 AUG 13 PM 1:19
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

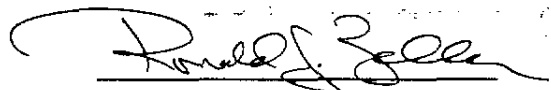
1. The name of the limited liability company is: **FLORIDA CARTOON MAPS, L.L.C.**
2. The name and the Florida street address of the registered agent are:

RONALD J. ZELLER, ESQ.

222 Lakeview Avenue, Suite 260

West Palm Beach, Florida 33401

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.



Ronald J. Zeller, Esq.