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THEODORE F. ZENTNER ATTORNEY & COUNSELOR AT LAW

SPRUCE CREEK FLY IN 201 CESSNA BLVD., STE. 4 PORT ORANGE, FLORIDA 32128 Tel: (986) 767-5775

Fax: (386) 767-7439

e-mail: tzentner@bellsouth.net

ALQUST !! , 2003

03 AUG 13 PH 12: 30
SECIEL JARY J. JARIDA

Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Articles of Organization - Achieve Worldwide Media, L.L.C.

Gentlemen:

Enclosed herewith please find Articles of Organization for Achieve Worldwide Media, L.L.C.

Also enclosed please find our firm check in the total amount of \$337.50 for the following:

Filing Fee for Articles of Organization \$250.00
Designation of Registered Agent \$35.00
Certified Copy \$52.50

Thank you for your assistance in this matter.

very truly yours

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TFZ:mmc Enclosures

cc: Mr. William Hart

ARTICLES OF ORGANIZATION OF ACHIEVE WORLDWIDE MEDIA, L.L.C.

The undersigned, does hereby make, subscribe, acknowledge and file the following Articles of Organization for the purpose of becoming a limited liability company pursuant to §608.407, Florida Statutes.

ARTICLE I

The name of the Limited Liability Company is: MACHIEVE WORLDWIDE MEDIA, L.L.C

ARTICLE II

The mailing address and street address of the principal of the Limited Liability Company is:

1420 North Atlantic Avenue, Suite 1402 Daytona Beach, Florida 32118

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Limited Liability Company is to be managed by a manager and the name and address of said manager who is to serve as manager is:

William Hart 1420 North Atlantic Avenue, Suite 1402 Daytona Beach, Florida 32118

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: The consent of existing members based upon contribution in money, property, or other good and valuable contributions, as approved by the members.

ARTICLE VI

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: The remaining members shall continue the operation of the limited liability company upon 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.

ARTICLE VII

The undersigned member or authorized representative of ACHIEVE WORLDWIDE MEDIA, L.L.C., certifies that: 1) the above-named limited liability company has at least one member; 2) the total amount of cash contributed by the member is \$20,000.00; 3) the agreed value of property other than cash contributed by the member is \$10,000.00, which constitutes internet domain acquisition, intellectual property and consulting fees; and, 4) the total amount of cash and property anticipated to be contributed by members is \$10,000,000.00.

WILLIAM HAPT

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §608.414/608.507, Fla.Stat., 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:

ACHIEVE WORLDWIDE MEDIA, L.L.C.

2. The name and the street address of the registered agent in the State of Florida is:

Theodore F. Zentner, Esquire 201 Cessna Boulevard, Suite 4 Port Orange, Florida 32128

ACKNOWLEDGMENT:

Having been named as registered agent and to accept pervice 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.

Theodore F Zenther