

L03000031132

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

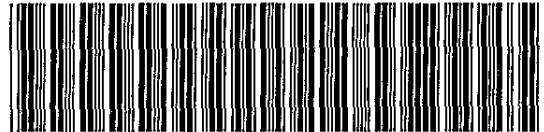
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number: FCA000000017
Reference: _____
(Sub Account)
Date: August 20, 2003
Requestor Name: Carlton Fields
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 224-1585
Contact Name: Joan Perrenot (x 243)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Corporation Name: Warner Bros Publications
New Media Two, LLC
Entity Number: _____
Authorization: J Perrenot

[Signature] Certified Copy Certificate of Status
 New Filings Articles of Organiz. Plain Stamped Copy Annual Report
 Fictitious Name Amendments Registration

(X) Call When Ready (X) Call if Problem () After 4:30
(X) Walk In () Will Wait (X) Pick Up

CF Internal Use Only
Client: 45900 Matter: 14099
Name: Markus Office: Miami

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[Signature] Certified Copy
 New Filings *Articles of Organiz.* ⁽¹⁾ Plain Stamped Copy Certificate of Status
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 Annual Report

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H _____

ARTICLES OF ORGANIZATION
OF
WARNER BROS. PUBLICATIONS NEW MEDIA TWO, LLC

FILED
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TALLAHASSEE FLORIDA

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of Warner Bros. Publications New Media Two, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is Warner Bros. Publications New Media Two, LLC.

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 15800 N.W. 48th Avenue, Miami, Florida, 33014.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CFRA, LLC, One Harbour Place, 5th Floor, 777 S. Harbour Island Boulevard, Tampa, Florida, 33601-3239.

ARTICLE FOUR

MANAGEMENT

The Company will be a Manager-managed company.

H _____
MIA#2252099.1

H _____

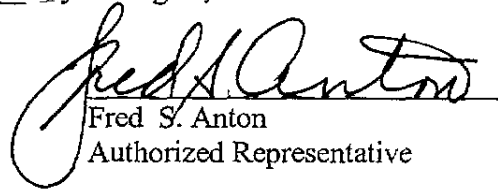
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STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of the Company as of the 2th day of August, 2003.


Fred S. Anton
Authorized Representative

H _____

H _____

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Warner Bros. Publications New Media Two, LLC in the foregoing Articles of Organization, CFRA, LLC, a Florida limited liability company, hereby agrees to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. CFRA, LLC is familiar with and accepts the obligations of that position.

Dated August 19, 2003.

CFRA, LLC, a Florida limited liability company

By: _____


Andrew J. Markus,
Authorized Representative

H _____