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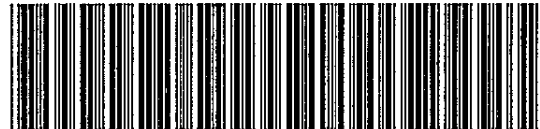
(Business Entity Name)

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Via Federal Express Airbill

No. _____

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization of Tickets Talk, L.L.C.

Dear Sir or Madam:

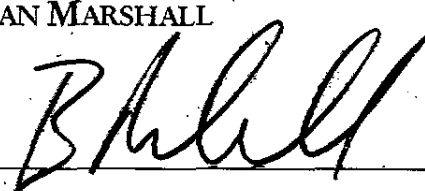
Enclosed for filing is an *original* and one *copy* of the properly executed Articles of Organization of Tickets Talk, L.L.C. and Acceptance of Registered Agent. Also enclosed is a check in the amount of \$125.00, made payable to the Florida Department of State, for the filing fees. The effective date of Tickets Talk, L.L.C. is March 12, 2004.

Please return the "Filed" copies of the Articles of Organization and Acceptance of Registered Agent to us in the enclosed Federal Express envelope.

If you have any questions, please call 941-366-8499.

Sincerely yours,

BRIAN MARSHALL

By: 

Brian Marshall



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 1, 2004

BRIAN MARSHALL
2831 RINGLING BLVD., SUITE 122-F
SARASOTA, FL 34237

SUBJECT: TICKETS TALK TOURS & TRAVEL, L.L.C.
Ref. Number: W04000012801

We have received your document for TICKETS TALK TOURS & TRAVEL, 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):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on March 23, 2004. Please amend your document accordingly.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 704A00021401

**ARTICLES OF ORGANIZATION
OF
TICKETS TALK, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be TICKETS TALK, L.L.C. (the "Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 2831 Ringling Blvd., Suite 122-F, Sarasota, Florida 34237.

ARTICLE III – DURATION

The Company shall commence its existence on April 25, 2004. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or the members of the Company shall consent to dissolve the Company.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Brian R. Marshall, 2831 Ringling Blvd., Suite 122-F, Sarasota, Florida 34237.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADMISSIONS OF NEW MEMBERS

Additional members may be admitted to the Company as set forth in the Regulations of the Company. A member may transfer his or her interest in the Company as set forth in the Regulations of the Company.

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TICKETS TALK, L.L.C.

ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall not be dissolved on the death, bankruptcy or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, if the holders of a majority of membership units in the Company consent to the Company's continued existence.

ARTICLE IX – MANAGEMENT

The Company shall be managed by the members in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the manager of the Company is:

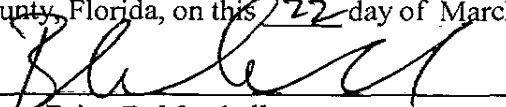
NAME

Brian R. Marshall

ADDRESS

2831 Ringling Blvd, Suite 122-F
Sarasota, Florida 34237

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Sarasota County, Florida, on this 22 day of March, 2004.


Brian R. Marshall

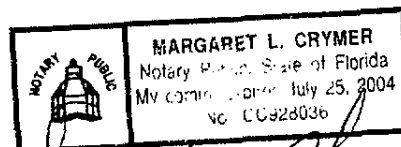
STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

THE FOREGOING INSTRUMENT was acknowledged before me this 22 day of March, 2004 by Brian R. Marshall who is personally known to me or who has presented FLDL M624076671450 as identification.

Ln 4/02
exp 4/04


Notary Public
State of Florida

My commission expires: 7/25/04



Sarasota, Florida
3/22/04

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DIVISION OF CORPORATIONS
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TICKETS TALK

EXHIBIT "A"

Member's Name and Address	Contribution	Number of Units
Brian R. Marshall 2831 Ringling Boulevard Suite 122-F Sarasota, Florida 34237	\$100.00	100

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Tickets Talk, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and 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 the position of registered agent.

Dated: March 12, 2004.



Brian R. Marshall
2831 Ringling Blvd
Suite 122F
Sarasota, FL 34237

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