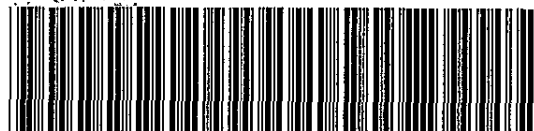


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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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JOSHUA P. ODEN, III
email address:
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ATTORNEYS AT LAW
2500 RENAISSANCE TOWER
1201 ELM STREET
DALLAS, TEXAS 75270-2599
www.passmanjones.com

(214) 742-2121, Ext. 2641
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 5, 2005

VIA FEDERAL EXPRESS

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

Re: Papel Media Latin America, LLC
Our File No. 25173/001

Dear Sir/Madam:

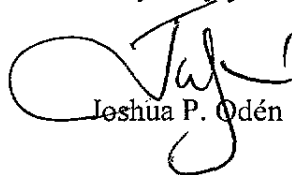
Enclosed for filing is the original and one copy of the proposed Articles of Organization of Papel Media Latin America, LLC.

I would appreciate it if you would file this document among the papers of the Secretary of State's office and return the file-stamped copy to me at the above address.

Also enclosed is this firm's check in the amount of \$125.00 for the applicable filing fee.

As always, if you have any questions, please feel free to call me.

Very truly yours,



Joshua P. Oden

JPO/mb
Enclosures

cc: John Trainor

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Papel Media Latin America, LLC

ARTICLE II - Address:

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

Principal Office Address:

2763 Woodgate Lane #104

Sarasota, Florida 34231

Mailing Address:

2763 Woodgate Lane #104

Sarasota, Florida 34231

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Kent Kirschner

Name

2763 Woodgate Lane #104

Florida street address (P.O. Box **NOT** acceptable)

Sarasota, Florida 34231

FL

City, State, and Zip

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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

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Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MGR

John Trainor

500 North Michigan Avenue Suite 300

Chicago, Illinois 60611

MGR

Kent Kirschner

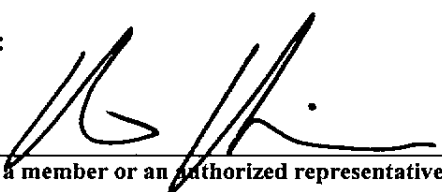
2763 Woodgate Lane #104

Sarasota, Florida 34231

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Kent Kirschner

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)