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ATTORNEYS AND COUNSELORS

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P.O. BOX 4195
SARASOTA, FLORIDA 34230

August 3, 2005

VIA OVERNIGHT COURIER

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: TELEBUDDIES, LLC

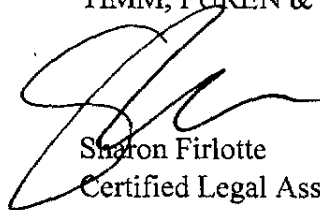
Dear Sir or Madame:

Enclosed herewith is an original and copy of the Articles of Organization for the referenced limited liability company. Please return an acknowledgment copy to my attention at the above address.

If you have any questions, please contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.



Sharon Firlotte
Certified Legal Assistant to
Charles J. Bartlett

Enclosures

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**ARTICLES OF ORGANIZATION
OF
TELEBUDDIES, LLC**

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

ARTICLE I -- NAME

The name of the limited liability company shall be Telebuddies, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address of the Company and the street address of the principal office of the Company shall be 5652 Eastwind Drive, Sarasota, FL 34233.

ARTICLE III -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company for service of process in the State of Florida is Charles J. Bartlett, Esquire, 2033 Main Street, Suite 600, Sarasota, FL, 34237.

ARTICLE IV -- MANAGEMENT

The Company is to be a member-managed company. The initial manager is David Rosenberg.

ARTICLE V -- OPERATING AGREEMENT

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

The undersigned member [or authorized representative] has executed these Articles of Organization at Sarasota, Florida, on this 3rd day of August, 2005.



David Rosenberg, Managing Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the registered agent appointed in the Articles of Organization of TELEBUDDIES, LLC, hereby accepts the appointment as registered agent and represents that the undersigned is familiar with, and accepts, the obligations of the registered agent position as provided for in the Florida Limited Liability Company Act.



Charles J. Bartlett, Esquire
Registered Agent

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