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SECHELIANT C. STATE



January 31, 2006

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Online Outpost LLC

The enclosed Articles of Organization are submitted for filing. Please return all correspondence concerning this matter to the following address:

Matthew Brown
Online Outpost Licensing Corporation
5100 West Kennedy Blvd – Suite 453
Tampa, FL 33609

Enclosed is a check for \$160 for Filing Fee, Certificate of Status and Certified Copy for the organization of Online Outpost LLC.

Please contact me at 813-470-7094 with any questions on the above matter.

Sincerely,

Matthew Brown

President



ARTICLES OF ORGANIZATION

ARTICLE I – Name

The name of the Limited Liability Company is Online Outpost LLC.

ARTICLE II - Address

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

5100 West Kennedy Blvd - Suite 453 Tampa, FL 33609

ARTICLE III – Registered Agent, Registered Office & Registered Agent's Signature

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

Matthew Brown 5100 West Kennedy Blvd – Suite 453 Tampa, FL 33609 06 FEB -3 PH 11 00
SECRILIANI CITATE
TAIL AHASSEE, FLORIDA

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.

Matthew Brown

ARTICLE IV - Managers

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

Managing Member

John Stanton

5100 West Kennedy Blvd - Suite 453

Tampa, FL 33609

Managing Member

Don Baruch

5100 West Kennedy Blvd - Suite 453

Tampa, FL 33609

Managing Member

Mathew Brown

5100 West Kennedy Blvd - Suite 453

Tampa, FL 33609

ARTICLE V - Effective Date

The effective date of these Articles of Organization is February 1, 2006.

SIGNATURE

Matthew Brown, Manager

(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)

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