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Michael J. Styles, Esq.

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February 24, 1997

Secretary of State - Florida
Post Office Box 6327
Tallahassee, Florida 32314

FILED
97 FEB 26 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of: THE 203 GROUP, L.C.

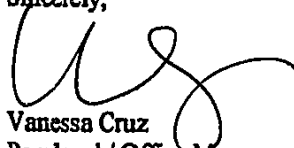
Sir/Madam:

Enclosed please find the original Articles of Organization pertaining to the above-referenced limited liability corporation and our trust account check numbered 2107 for \$337.50 which amount represents the filing fee and cost of a certified copy.

Upon your completion of incorporating the above-referenced limited liability company, please furnish a Certificate of Incorporation and a certified copy of the Articles of Incorporation for same. A self-addressed stamped envelope is enclosed for your convenience.

Thank you for your assistance and cooperation with the foregoing. Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

MSRM

Vanessa Cruz
Paralegal / Office Manager

Enclosures

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-02/26/97-01102-002
***337.50 ***337.50

*near
total
contributions.
See affidavit*

150,000

3/4/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE 203 GROUP, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute §603 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE I
(NAME)**

The name of the limited liability company is THE 203 GROUP, L.C.

**ARTICLE II
(DURATION)**

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members, or by the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III
(ADDRESS)**

The mailing address and street address of the principal office of the limited liability company is %Ad Network, Inc., 19335 Northwest 2nd Avenue, Miami, Florida 33169.

**ARTICLE IV
(INITIAL REGISTERED OFFICE AND AGENT)**

The street address of the initial registered office of the limited liability company shall be at Michael J. Styles, P.A., 629 Southeast 6th Street, Fort Lauderdale, FL 33301, and the name of the initial registered agent of the corporation at that address is Michael J. Styles, Esquire.

**ARTICLE V
(ADMISSION OF ADDITIONAL MEMBERS)**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, as more specifically specified in the bylaws of the corporation.



ARTICLE VI
(TERMINATION OF EXISTENCE)

Except as otherwise provided in a written agreement among all Members of the Company, the Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or as provided in the regulations of the Company, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all remaining Members, provided there are at least two (2) remaining Members.

ARTICLE VII
(MANAGEMENT OF COMPANY)

The Management of the Company shall be reserved to the Members, in accordance with the regulations adopted by, and any written agreements entered into by, the Members for the management of the business and affairs of the Company. The regulations and written agreements 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 names and addresses of the initial managing Members of the Company are:

<u>Name</u>	<u>Address</u>
Shanthi Preston	201 Southeast 17th Avenue, Fort Lauderdale, Florida 33301.
Preston Sourcing, Inc.	201 Southeast 17th Avenue, Fort Lauderdale, Florida 33301.
Ad Network, Inc.	19335 Northwest 2nd Avenue, Miami, Florida 33169
Gerald Kaiser	11911 Northwest 2nd Street, Coral Springs, Florida

Shanthi Preston shall serve as the initial managing director with voting power to break a deadlocked vote until such time as The 203 Group, L.C. repays all of the initial capital contributions and all loans made by Shanthi Preston or Preston Sourcing, Inc. At the time of repayment, Shanthi Preston and Gerald Kaiser will have an equal vote on the management committee in breaking any deadlocked votes. Shanthi Preston may designate Steven Preston as her replacement at management committee meetings with full vested powers to assume her role on the management committee in her absence.

ARTICLE VIII
(TRANSFERABILITY OF MEMBER'S INTEREST)

An interest of a Member of this Company may only be transferred or assigned if all of the remaining Members of this Company approve such transfer or assignment by unanimous written consent. Otherwise, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that Member otherwise would be entitled.

**ARTICLE IX
(PURPOSE)**

The purpose for which the Company is organized is to transact all lawful business which the laws of the State of Florida authorize for limited liability companies formed under the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of February, 1997.

PRESTON SOURCING, INC., a Florida
corporation
201 Southeast 17th Avenue, Fort Lauderdale, FL
33301

By: SHANTHI PRESTON, PresidentBy: SHANTHI PRESTON (Individually)201 Southeast 17th Avenue, Fort Lauderdale, FL
33301

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, personally appeared **SHANTHI PRESTON**, individually and as President of **PRESTON SOURCING, INC.** to me well known and known by me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who [✓]

[] is personally known to me, OR
[✓] has produced FLA. PRI. LICENSE as identification;

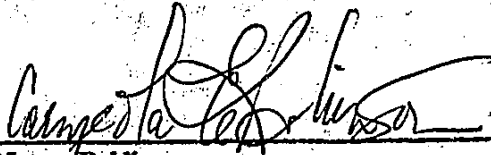
and who [✓]

[☒]
[☐]

has taken an oath, OR
has not taken an oath.

WITNESS my hand and official seal, this 19th day of February, 1997.

(SEAL)



Notary Public
State of Florida at large

My Commission expires:

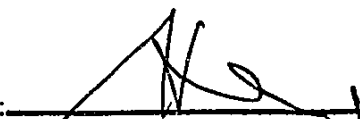


CARMEOLA E. ROBINSON
MY COMMISSION # CC278765 EXPIRES
April 21, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

AD NETWORK, INC., a Florida corporation
19335 Northwest 2nd Avenue, Miami, FL 33169

By: 

GERALD KAISER, President

By: 

GERALD KAISER (Individually)
11911 Northwest 2nd Street, Coral Springs, FL

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, personally appeared **GERALD KAISER**, individually and as President of **AD NETWORK, INC.** to me well known and known by me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who [☒]

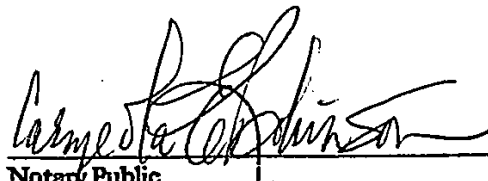
[☒] is personally known to me, OR
[☒] has produced Florida Driver license as identification;

and who [☒]

[☒] has taken an oath, OR
[☒] has not taken an oath.

WITNESS my hand and official seal, this 19th day of February, 1997.

(SEAL)



Notary Public
State of Florida at large

My Commission expires:




CARMEOLA E. ROBINSON
MY COMMISSION # CC276785 EXPIRES
April 21, 1997
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in the Articles of Organization. I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed this 19th day of February, 1997.

By: 

Michael J. Styles, Esquire
Registered Agent

AFFIDAVIT UNDER FLORIDA STATUTE § 608.407(2)

STATE OF FLORIDA)
COUNTY OF BROWARD)

FILED
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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

BEFORE ME the undersigned authority, personally appeared SHANTHI PRESTON who after being duly sworn, deposes and says that :

1. I am the affiant herein and give this Affidavit based upon my own personal knowledge.
2. The limited liability company known as THE 203 GROUP, INC. has at least two (2) Members.
3. The amount anticipated to be contributed by the Members is as follows:

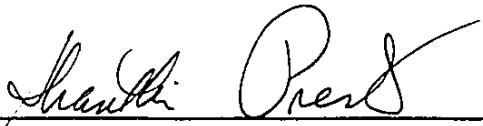
The total amount of contributions anticipated is \$150,000
SHANTHI PRESTON \$74,850.00 in Cash or in kind contributed or
to be contributed

PRESTON SOURCING, INC. \$150.00 in Cash or in kind contributed or to
be contributed

AD NETWORK, INC. \$150.00 in Cash or in kind contributed or to
be contributed

GERALD KAISER \$74,850.00 in contracts to be assigned to
The 203 Group, L.C.

FURTHER AFFIANT SAYETH NAUGHT.



SHANTHI PRESTON

STATE OF FLORIDA),
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 20th day of February, 1997 by SHANTHI PRESTON, who personally appeared before me and who [✓]

[+]
[]

is personally known to me, OR
has produced ma as identification;

and who [✓]

[]
[X]

has taken an oath, OR
has not taken an oath.

(SEAL)



VANESSA CRUZ
My Commission CC439067
Expires Aug. 16, 1999

[Signature]
Notary Public
State of Florida at large

My Commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA