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BAILEY & JONES
A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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KARIN B. MORRELL

OF COUNSEL
LAWRENCE S. EVANS
J. BRUCE IRVING
ROBERT E. SCHUR

SENIOR COUNSEL
WM. R. DAWES

March 24, 1997

Secretary of State
Division of Corporations
401 East Gaines Street
Tallahassee, Florida 32301

600002123736--1
-03/25/97-01062-017
****285.00 ****285.00

VIA FEDERAL EXPRESS

RE: ARTICLES OF ORGANIZATION OF ATLAS TRAVEL MEDIA, L.C.

Gentlemen:

Enclosed are the articles of organization of Atlas Travel Media, L.C. Also, enclosed is this firm's check in the sum of \$285.00 representing payment for filing fees.

Please return a stamped copy to my attention. Thank you for your consideration in this matter. Please do not hesitate to call me if there are any questions or problems.

Very truly yours,

BAILEY & JONES,
a professional association

Charisse C. Delgado

Charisse C. Delgado
Paralegal

:ccd

Enclosures

*affidavit
97-7230*

4/4

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 10:11

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KARIN B. MORRELL

Tuesday, April 1, 1997

Ms. Sharon Tala
Documents Specialist Supervisor
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ARTICLES OF ORGANIZATION OF ATLAS TRAVEL MEDIA, L.C./LETTER
NUMBER 897A0015789/REF. NUMBER W97000007230

Dear Ms. Tala:

Pursuant to Mr. Steven Cronig, Esq.'s request, I am forwarding the above referenced document to your attention. Also, enclosed is a copy of Mr. Cronig's letter addressed to Ms. Terri Buckley of your office dated 12/30/96 for a different matter.

Your corporate specialists have returned these documents indicating that additional information is required before the company's can be filed with the Secretary of State. On both occasions your specialists were incorrect causing a delay in the formation our clients company.

We are requesting that you go over the statute with your specialists so that this delay will not continue to occur.

Thank you for your consideration in this matter. Please do not hesitate to call me if you have any questions or problems.

Very truly yours,

BAILEY & JONES,
A professional association

Charisse C. Delgado

Charisse C. Delgado
Paralegal



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 28, 1997

BAILEY & JONES
% CHARISSE C. DELGADO
501 BRICKELL KEY DRIVE #300
MIAMI, FL 33131-2623

SUBJECT: ATLAS TRAVEL MEDIA, L.C.
Ref. Number: W97000007230

We have received your document for ATLAS TRAVEL MEDIA, L.C. and check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 897A00015789

BAILEY & JONES

A PROFESSIONAL ASSOCIATION

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OF COUNSEL
LAWRENCE S. EVANS
J. BRUCE IRVING
ROBERT E. SCHUR

SENIOR COUNSEL
WM. R. DAWES

Monday, December 30, 1996

URGENT

Terri Buckley, Corporate Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

By Telefacsimile #904-922-4001

RE: New Palm Bay Club, L.C. / Fax Audit #H96000018126 / Letter #196A00057719

Dear Ms. Buckley:

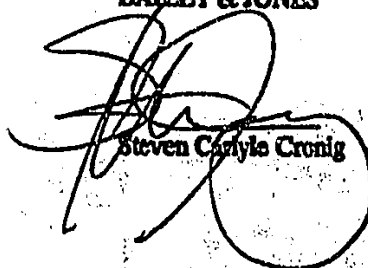
I have received your letter. I direct your attention to the top of page 4 of the filing, which reads as follows:

The foregoing constitutes the sworn affidavit regarding the requirement that the Company have at least two Members and setting forth the capital contribution of each Member, as provided by Florida Statutes §608.407(2). The Company will maintain a capital account for each Member as set forth in the Company Operating Agreement. Each Member's percentage ownership interest in the capital and profits of the Company shall be as set forth in the Company Regulations. [§608.4101(c)(1)].

I do not see how the language could track the statute more closely. The statute contains no requirement that this sworn statement be contained in a separate document and I have on several occasions used this method with the express approval of the Division of Corporations. The conditions in your letter therefore already are fulfilled. Please file these articles at the earliest opportunity. A real estate closing is scheduled for 1:00 p.m. on December 31, 1996. Please call me if there is any further problem with this company or if it will not be possible to forward a certificate by that time. Thank you for your prompt attention to this matter.

Sincerely,

BAILEY & JONES



Steven Carlyle Cronig

STATE OF FLORIDA)
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 10:41

**ARTICLES OF ORGANIZATION
OF ATLAS TRAVEL MEDIA, L.C.**

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of Atlas Travel Media, L.C. a Florida limited liability company formed under Chapter 608 of the laws of the State of Florida.

1. Name. The name of the limited liability company shall be Atlas Travel Media, L.C.
2. Nature of Business. The general nature of the business to be transacted will be the creation of advertising and provision of advertising services to the travel industry.
3. Powers. The Company shall have the power to perform any act and to exercise any power permitted to a limited liability company under Chapter 608 of the laws of the State of Florida, without limitation thereupon.
4. Names, Addresses and Capital Contributions of Members. Upon formation of the Company, the Members shall contribute to the capital of the Company capital contributions, which may be money, property, debt instruments or services in the aggregate sum of Twenty Thousand Dollars (\$20,000). The names, addresses and capital contributions of the Members are as follows:

<u>Names and Address of Members</u>	<u>Capital Contribution</u>	<u>Ownership Interest</u>
Neal Haber, Individually 201 Alhambra Circle Suite 802 Coral Gables, FL 33134	\$20,000.00	10%
Atlas Commerce Co. 201 Alhambra Circle Suite 802 Coral Gables, FL 33134	\$ 0,000.00	40%
William T. Jorgensen 201 Alhambra Circle Suite 802 Coral Gables, FL 33134	\$ 0,000.00	50%
TOTAL CAPITAL CONTRIBUTION:	\$20,000.00	

The foregoing constitutes the sworn affidavit regarding the requirement that the Company have at least two Members and setting forth the capital contribution of each Member, as provided by Florida Statutes 608.407(2). The Company will maintain a capital account for each Member as set forth in the Company Operating Agreement. Each Member's percentage ownership interest in the capital and profits of the Company shall be as set forth in the Company Regulations.

Upon unanimous written approval of the Members, the Company may, from time to time, admit new Members to the Company as set forth in the Company Operating Agreement. All such subsequently admitted Members shall have the same rights and privileges as all other Members, including prorata voting rights. The admission of additional Members and the transfer of existing Members' interests shall be reflected in an amendment to these Articles of Organization, executed by the Managers, and shall be filed with the Secretary of Florida.

5. Restrictions on Transfer. A Member's interest in the Company may not be sold or otherwise transferred without the unanimous written consent of the Members.
6. Term. The Company shall exist for a period of fifty (50) years from the date of issuance of its certificate of organization by the Secretary of the State of Florida.
7. Principal Office and Mailing Address. The principal office and mailing address of the Company shall be located initially at 201 Alhambra Circle, Suite 802, Coral Gables, FL 33134 or at such other place as the Managers may choose.
8. Registered Agent. The name and address of the initial Registered Agent for the Company is Steven C. Cronig, c/o Bailey & Jones, a professional association, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.
9. Management. Certain enumerated powers shall be vested in one or more Managers, each of whom shall be a member and shall serve in such capacity for a period of one year beginning with the formation of the Company and thereafter as set forth in the Regulations of the Company. The name and address of the first Manager of the Company is Tamir Rankow, 201 Alhambra Circle, Suite 802, Coral Gables, Florida, 33134.
10. Dissolution. The power to dissolve the Company shall be reserved to the unanimous written agreement of the Members. Upon the occurrence of any other event (such as death, retirement, resignation, expulsion, dissolution, bankruptcy or withdrawal) which causes the termination of a Member, the remaining Members may, within 90 days of the date such event occurs, unanimously vote to continue the Company's business, in which case the Company shall not dissolve.
11. Voting. a. Unless provision is made for a higher requirement in connection with any particular matter, all decisions required to be voted upon by the Members shall be decided

by the vote of a majority in ownership interest. For purposes of voting rights in connection with this Agreement, the Members' ownership interests shall be proportionate to the initial capital contributions of the Members as set forth in these Articles of Organization, adjusted from time to time if any Member shall make a non-prorata contribution to or withdrawal of Capital. The Managers shall have no voting rights, other than in regard to their proportionate ownership interest as Members.

- b. The Members of the Company, by a vote of seventy-five percent (75%) in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the Members.
- c. The Members of the Company, by a vote of seventy-five percent (75%) in ownership interest, shall have the power to amend, later, change or repeal any provision of the Regulations of the Company in form or substance at any properly announced meeting of the Members.

IN WITNESS THEREOF, the undersigned have made and subscribed these Articles of Organization at Miami, Dade County, Florida for uses and purposes aforesaid this 12th day of March, 1997.


WILLIAM T. JORGENSEN

ATLAS COMMERCE CO.
a Florida corporation

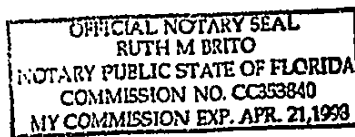

By: Tamir Rankow, President


Neal Haber

(NOTARY ACKNOWLEDGMENT APPEARS ON PAGE 4)

SWORN TO AND SUBSCRIBED BEFORE ME at Miami, Florida this 18th day of March, 1997.

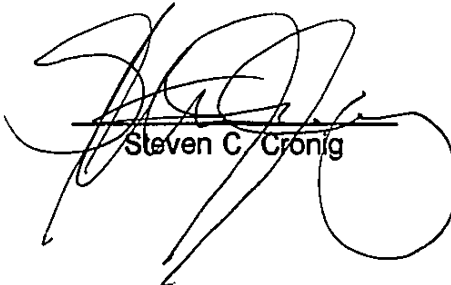
NAME: Ruth M. Brito
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven C. Cronig, hereby accepts appointment as the Resident Agent for ATLAS Travel Media, L.C. and does agree to accept service of process on behalf of the Company and to forward same to the Company Manager. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes 608.415.

Witness my hand and seal at Miami, Florida this 18th day of March, 1997


Steven C. Cronig

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 10:41