



**THE UNITED STATES
CORPORATION
COMPANY**

L97000001268

ACCOUNT NO. : 072100000032

REFERENCE : 596549 4326591

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ ~~122.50~~

FILED
97 NOV 12 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 11, 1997

337.50

ORDER TIME : 9:45 AM

ORDER NO. : 596549-005

CUSTOMER NO: 4326591

200002344022--3

CUSTOMER: Mitchell Horowitz, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC FILING

NAME: THE OFFICIAL PUBLISHERS TO THE
MILLENNIUM, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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TALLAHASSEE FLORIDA

11/12/97

ARTICLES OF ORGANIZATION

OF

THE OFFICIAL PUBLISHERS TO THE MILLENNIUM, L.L.C.

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

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FLORIDA

ARTICLE I
NAME

The name of the limited liability company to be formed hereunder is "The Official Publishers to the Millennium, L.L.C."

ARTICLE II
DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective this 10th day of November, 1997, and shall continue until December 31, 2022, unless sooner terminated in accordance with the Operating Agreement and Regulations adopted by the members (the "Operating Agreement").

ARTICLE III
PURPOSES

The purpose of the limited liability company is to produce, publish, distribute, market, administrate and operate various publications, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the members.

ARTICLE IV
POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

ARTICLE V
ADDRESS AND PLACE OF BUSINESS

The address in Florida for the limited liability company is 10225 Ulmerton Road, Suite 12B, Largo, Florida, 33641.
This is also the company's mailing address.

ARTICLE VI
MANAGEMENT

The limited liability company shall be managed by a Board of Managers. The names and current addresses of the initial Board of Managers are as follows:

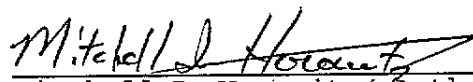
Michael A. J. Finch
10225 Ulmerton Road, Suite 12B
Largo, Florida 33641

Madeleine Finch
10225 Ulmerton Road, Suite 12B
Largo, Florida 33641

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida, 33602, and the name of its initial registered agent is Mitchell I. Horowitz.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 10th day of November, 1997.



Mitchell I. Horowitz, Authorized
Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of November, 1997, by Mitchell I. Horowitz, as the authorized representative of a member of The Official Publishers to the Millennium, L.L.C., as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Sheryl D. Cerreta
Signature of Notary Public

Notary Commission Expiration Date
(if not perpetual authority)



SHERYL D CERRETA
My Commission CC330316
Expires Nov. 15, 1997
Bonded by ANB
800-852-5878

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of The Official Publishers to the Millennium, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 12th day of November, 1997.

Mitchell I. Horowitz
Mitchell I. Horowitz
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of November, 1997, by Mitchell I. Horowitz, as Registered Agent for The Official Publishers to the Millennium, L.L.C., as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Sheryl D. Cerreta
Signature of Notary Public

Notary Commission Expiration Date
(if not perpetual authority)

SHERYL D CERRETA
My Commission CC330316
Expires Nov. 15, 1997
Bonded by ANB
800-852-5878

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, as the authorized representative of a member of The Official Publishers to the Millennium, L.L.C. (the "Company"), deposes and says:

1. The Company has at least two members, and the amount of cash initially contributed to the Company's capital by the members is \$1,000.00.
2. The agreed value of property other than cash contributed by members is zero.
3. The additional amount of cash or property anticipated to be contributed by the members is not expected to exceed zero.
4. The total amount of cash, other property and anticipated additional contributions is \$1,000.00.
5. In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that, to the best of the undersigned's knowledge, the facts stated herein are true.

Signed this 10th day of November, 1997.

Mitchell I. Horowitz
Mitchell I. Horowitz, Authorized
Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of November, 1997, by Mitchell I. Horowitz, as the authorized representative of a member of The Official Publishers to the Millennium, L.L.C., as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Sheryl D. Cerreta
Signature of Notary Public

Notary Expiration Date
(if not perpetual authority)

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SHERYL D CERRETA
My Commission CC330318
Expires Nov. 15, 1997
Bonded by ANB
800-852-5878

FILED
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TALLAHASSEE FLORIDA
97