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NAME: UNITED ONLINE LIMITED L.L.C.

AUDIT NUMBER.....H98000007907

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 7

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**ARTICLES OF ORGANIZATION  
OF  
UNITED ONLINE LIMITED L.L.C.**

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

**ARTICLE I - NAME**

The name of this Limited Liability Company is **UNITED ONLINE LIMITED L.L.C.**

**ARTICLE II - DURATION**

The period of duration for this Limited Liability Company shall be perpetuity, and this Limited Liability Company shall be deemed to have been created on April 30, 1998.

**ARTICLE III - PURPOSES**

This corporation is organized for the purpose of rendering marketing and sales of computer equipment and transacting any and all lawful business permitted for such Limited Liability Company under Chapters 608 and 621 of the Florida Statutes.

**ARTICLE IV - MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE**

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

3111 Stirling Road  
Fort Lauderdale, FL 33312

This instrument Was Prepared By:  
Alan B. Koslow, Esq. FBN. 342254  
Becker & Poliakoff, P.A.  
3111 Stirling Road  
Fort Lauderdale, FL 33312-6525  
(954) 987-7550

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**ARTICLE V - INITIAL REGISTERED AGENT**

The name and street address of the initial Registered Agent is:

ALAN B. KOSLOW  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312-6525

**ARTICLE VI - ADDITIONAL MEMBERS**

By the written consent of a majority of the members, additional members may be admitted upon the terms and conditions agreed to by a majority of the members.

**ARTICLE VII - TERMINATION**

This Limited Liability Company shall terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of fifty (50%) percent of the members,

**ARTICLE VIII - MANAGEMENT**

The management of this Limited Liability Company is reserved to the members whose names and addresses are:

MICHAEL SURKES  
3725 S. OCEAN DRIVE  
HOLLYWOOD, FL 33019

ALAN B. KOSLOW  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312-6525

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IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company, and any such amendment requires the unanimous written consent of all of the Members of the Company.

Alan B. Koslow  
ALAN B. KOSLOW  
Michael Surkes  
MICHAEL SURKES  
Pres.

SWORN AND SUBSCRIBED before me this 24 day of April, 1998, by  
ALAN B. KOSLOW.

Alan B. Koslow  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Alan B. Koslow  
Printed Name of Notary Public



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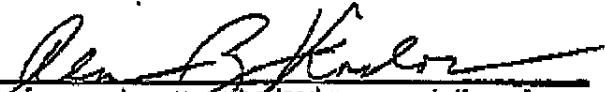
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of UNITED ONLINE LIMITED L.L.C., deposes and says:

1. the above-named limited liability company has at least two members:
2. the total amount of cash contributed by the member(s) is \$ -0-;
3. if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. description of the property is attached and made a part hereof;
4. the total amount of cash or property anticipated to be contributed by member(s) is \$ -0-. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member  
(In accordance with section 608.405(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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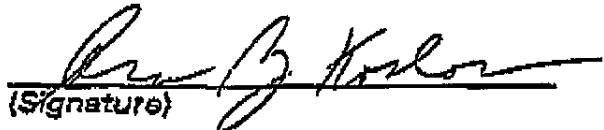
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is UNITED ONLINE LIMITED L.L.C.
2. The name and address of the registered agent and office is:

ALAN B. KOSLOW  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312-8526

*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.*

  
(Signature)

4/24/98  
(Date)

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**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of UNITED ONLINE LIMITED L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of UNITED ONLINE LIMITED L.L.C.

  
ALAN B. KOSLOW

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