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STEVEN C. KOEGLER
(OF COUNSEL)

PLEASE REPLY TO:
P.O. Box 676
Ponte Vedra Beach, FL
32004-0676

L98000001056
July 10, 1998

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-07/13/98--01144--004
****285.00 ****285.00

New Filings Section
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Uplinks Marketing Group, L.L.C.

Ladies and Gentlemen:

Enclosed are the original Articles of Organization for the above limited liability company to be filed in your office. Also enclosed is our check in the amount of \$285.00 to cover the following filing fees:

Filing fee	\$ 250.00
Registered Agent fee	35.00
Total	\$ 285.00

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98 JUL 13 PM 2:15
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TALLAHASSEE, FLORIDA

Please file stamp the enclosed copy of the Articles and return to us with your standard acknowledgment letter.

PLEASE NOTICE THAT THESE ARTICLES ARE BEING FILED UNDER FLORIDA STATUTES EFFECTIVE JULY 1, 1998, WHICH PROVIDE FOR THE FORMATION OF ONE MEMBER LIMITED LIABILITY COMPANIES.

If you have any questions regarding this matter, please call me.

Name	7/14/98
Availability	Dec
Very truly yours	
Document Examiner	JAMES V. WALKER & ASSOCIATES, P.A.
Updater	<i>James V. Walker</i>
Updater Verifier	James V. Walker DCC
Acknowledgement	JVW DCC
Enclosures	
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION
OF
UPLINK MARKETING GROUP, L.L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **Uplink Marketing Group, L.L.C.** ("Company").

ARTICLE II -- ADDRESS

The mailing address of the principal office of the company shall be Post Office Box 1996, Ponte Vedra Beach, Florida 32004, and the street address shall be 10033 Sawgrass Drive West, #208, Ponte Vedra Beach, Florida 32082.

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is James V. Walker, 217 Ponte Vedra Park Drive, Suite 200, Jacksonville, Florida 32082.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or its interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management

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of the business and affairs of the company or become a member unless all the other members of the company (other than the member proposing to dispose of his or her interest) approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of the members or the manager, or on the occurrence of any other event that terminates the continued membership of the members of the company.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations 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 name and address of the initial manager of the company is David B. Hueber, Post Office Box 1996, Ponte Vedra Beach, Florida 32004.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ponte Vedra Beach, Florida, on this 10th day of July, 1998.

Member: **TransPacific Holdings Company, L.C.**
a Florida limited company

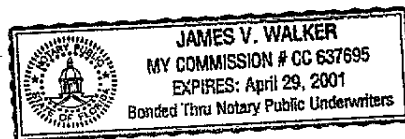
By: David B. Hueber
David B. Hueber, Manager

STATE OF FLORIDA)

COUNTY OF ST JOHNS)

The foregoing Articles of Organization for **UPLINK MARKETING GROUP, L.L.C.** were acknowledged before me this 10th day of July, 1998, by David B. Hueber, individually, and as the President of TransPacific Holdings Company, L.C., who is personally known to me or who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.

James V. Walker
Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **UPLINK MARKETING GROUP, L.L.C.** deposes and says:

- 1. The above named limited liability company has one member initially.
- 2. The total amount of cash contributed by the member is \$2,500.00
- 3. No property other than cash was contributed by members.
- 4. The total amount of cash or property anticipated to be contributed by members is \$2,500.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: July 10, 1998

Member: **TransPacific Holdings Company, L.C.**
a Florida limited company

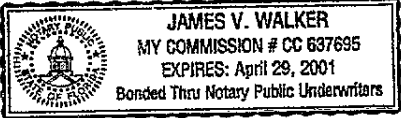
By: David B. Hueber
David B. Hueber, Manager

STATE OF FLORIDA)

COUNTY OF ST JOHNS)

The foregoing Articles of Organization for **UPLINK MARKETING GROUP, L.L.C.** were acknowledged before me this 10th day of July, 1998, by David B. Hueber, who is personally known to me or who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.


James V. Walker
Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **UPLINK MARKETING GROUP, L.L.C.** as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.



James V. Walker
Registered Agent

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