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FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: MEGAPOP, L.C.

AUDIT NUMBER.....H98000013042

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Megapop, L.C.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Megapop, L.C.
c/o Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the managers. The name and address of each manager is:

Maria Elena Lopez 200 South Biscayne Boulevard, 20th Floor Miami FL 33131-2310



AUTHORIZED REPRESENTATIVE OF A MEMBER:
JAN CARSON CHEEZEM
by L.A. Uriarte as attorney-in-fact

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

Megapop, L.C.

REGISTERED AGENT/OFFICE:

**Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Rossz Fiu Corporation
Jan Carson Cheezem, President
by L.A. Uriarte as attorney-in-fact

Date: July 14, 1998.

Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
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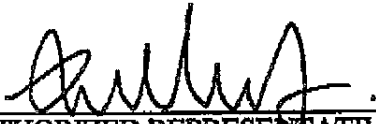
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.



 AUTHORIZED REPRESENTATIVE OF A MEMBER:
 JAN CARSON CHEEZEM
 by L.A. Uriarte as attorney-in-fact

Date: July 14, 1998

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