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Of Counsel

August 19, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **LM Publications, LLC**

700002624227-4
-08/25/98-01024-001
*****337.50 *****337.50

Dear Sir or Madam:


Enclosed please find two (2) original executed Articles of Incorporation for Florida Limited Liability Company, LM Publications, LLC, together with our firm's check, in the amount of \$337.50, to be applied as follows:

Filing Fee	\$250.00
Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
	\$337.50

Please return the certified copy to the undersigned. Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: 
Bruce Jay Toland, Esq.

L98-1605

Name	MBH
Availability	MBH
Document Examiner	MBH
Updater	MBH
Updater Verifier	MBH
Acknowledgement	MBH
Verifier	MBH

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is LM Publications, LLC

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Bruce Jay Toland, Esquire
801 Brickell Avenue
Suite 1501
Miami, Florida 33131

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

N/A

or

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Geoffrey Lepselter
2555 Collins Ave. Apt.1508
Miami Beach, Florida 33140

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon the consent of all existing members.

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ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be upon the consent of all remaining members.

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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:

LM Publications, LLC

2. The name and address of the registered agent and office is:

Bruce Jay Toland, Esquire
801 Brickell Avenue
Suite 1501
Miami, Florida 33131

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.

Bruce Jay Toland, Esquire

Date: 08/19/98

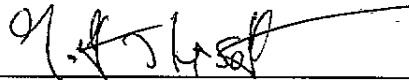
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AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

The undersigned member or authorized representative of a member of **LM Publications, LLC** 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 \$1,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be continued by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized
representative of a member.

(In accordance with Section 608.403(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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