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REPLY TO: TALLAHASSEE

August 27, 1998

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GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:

J. ANDREW KELLER, III, C.P.A.

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

RE: YourVillage.com, LLC
Formation of Florida Limited Liability Company (4)

Dear Division of Corporations:

I have enclosed for filing an original and a copy of the Articles of Organization for YourVillage.com, LLC. Also enclosed is a Certificate Designating Registered Agent and Registered Office.

Please file the Articles and Certificate, certify one copy, and provide a certificate of good standing. Our messenger will pick up the certified copy and certificate of good standing tomorrow afternoon.

I have enclosed a check in the amount of \$346.25 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours, 300002627103--8
-08/28/98--01001--012
Jessica J. Ferreri
Assistant to Mark E. Kaplan

Enclosures

**ARTICLES OF ORGANIZATION
OF
YOURVILLAGE.COM, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 8:58

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 Name

The name of this limited liability company is YourVillage.com, LLC ("Company").

Article 2 Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Regulations.

Article 3 Mailing Address and Street Address

The Company's mailing and street address is 2002 NW 13th Street, Suite 250-A, Gainesville, Florida 32609.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is Mark Kaplan. The street address of the initial registered agent of the company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

Article 5 Additional Members

Additional members to the company may be admitted, but only pursuant to the Company's Regulations.

Article 6 Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

Article 7 Management of the Company

The Company is to be managed by managers. The following persons will initially be the managers:

Bill Foresman
1700 Metropolitan Boulevard
Tallahassee, Florida 32308

H. Thomas Lane, Jr.
502 NW 75th Street, Suite 91
Gainesville, Florida 32607

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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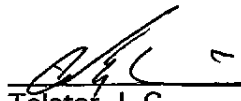
Article 8 Regulations

The Members shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 27 day of August, 1998.



Talstar, L.C.
By: Adam Levinson, its Member

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
YOURVILLAGE.COM, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 8:58

The undersigned member or authorized representative of a member deposes and says:

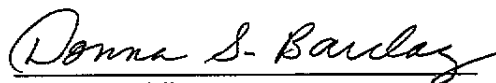
- 1) the above named limited liability company has least one member;
- 2) the total amount of cash contributed by the members is \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$0.00; and
- 4) the total amount of cash or property anticipated to be contributed by members is \$500,000.00. This total includes amounts from 2 and 3 above.


Adam Levinson

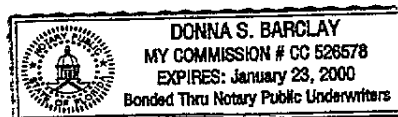
In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF
COUNTY OF

The foregoing Affidavit of Membership and Contributions of YourVillage.com, LLC was subscribed before me this 27 day of August, 1998, by Adam Levinson, who is personally known to me or who has produced a driver's license as identification and who did take an oath.



Notary Public
My Commission Expires:



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

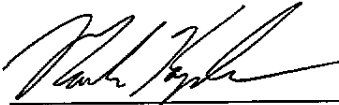
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PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: YourVillage.com, LLC.
2. The name and address of the registered agent and office is:

Mark Kaplan
106 East College Avenue, Suite 1200
Tallahassee, Florida 32301

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.



Mark Kaplan

8-27-98

Date