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(TUE) 9/22/98 15:13/ST 14:59/NO. 3701000352 3

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4003

FROM: FOLEY & LARDNER OF TAMPA
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NAME: ATLANTIC BUSINESS COMMUNICATIONS LIQUIDATION
AUDIT NUMBER.....H98000016265
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 3
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1998

FOLEY & LARDNER OF TAMPA
THERESIA WESTBROOK

SUBJECT: ATLANTIC BUSINESS COMMUNICATIONS LIQUIDATION, L.C.
REF: W98000020010

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members. } ✓

The document must contain the names and street addresses of the members or managers of the limited liability company. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H98000016265
Letter Number: 698A00045013

**ARTICLES OF ORGANIZATION FOR
ATLANTIC BUSINESS COMMUNICATIONS LIQUIDATION, L.C.**

ARTICLE I - Name

The name of the limited liability company is Atlantic Business Communications Liquidation, L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 15902 Kent Court, Tampa, Florida 33647.

ARTICLE III - Duration

The period of duration for the Company shall be from the date these Articles of Organization are filed through December 31, 2048.

ARTICLE IV - Members

The initial members of the Company and their addresses are as follows:

Daniel C. Botbol	15902 Kent Court Tampa, FL 33647
Curtiss B. Peabody	15350 Amberly Drive, Suite 524 Tampa, FL 33647
Richard Schonbrun	6641 Renwick Circle Tampa, FL 33647

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Additional members may be admitted to the Company upon the unanimous consent of all members.

ARTICLE V - Management

The Company shall be managed by the members in accordance with the Company's Limited Liability Company Agreement.

ARTICLE VI - Registered Agent

The name of the initial registered agent of the Company is Daniel C. Botbol.

Prepared by:
Brad S. Fischer, Esq.
Foley & Lardner
P.O. Box 3391
Tampa, FL 33601-3391
(813) 229-2300
Florida Bar No. 0076776

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the Company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, the undersigned hereby 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 accepts the obligations of his position as registered agent.


Daniel C. Botbol

August 31, 1998
(Date)

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ARTICLE VII - Registered Office

The street address of the initial registered office of the Company is 15902 Kent Court, Tampa, Florida 33647.

IN WITNESS WHEREOF, these Articles of Organization have been executed on behalf of the Company on this 31st day of August, 1998.


Daniel C. Botbol, Member

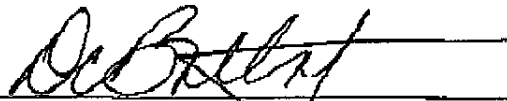
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
ATLANTIC BUSINESS COMMUNICATIONS LIQUIDATION, L.C.**

The undersigned member or authorized representative of a member of Atlantic Business Communications Liquidation, L.C. (the "Company") states the following:

- 1) the Company has at least one member;
- 2) the total amount of cash contributed by the members is \$1,150,000 ;
- 3) the members have not contributed property other than cash; and
- 4) the total amount of cash or property anticipated to be contributed by the members is \$1,150,000 . This includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(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.)

Filing Fee: \$52.50 for Affidavit

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