



THE UNITED STATES
CORPORATION
COMPANY

99000000335

ACCOUNT NO. : 072100000032

REFERENCE : 106909 4329479

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 337.50

ORDER DATE : January 21, 1999

ORDER TIME : 11:07 AM

ORDER NO. : 106909-005

700002749767--9

CUSTOMER NO: 4329479

CUSTOMER: Barbara A. Egolf, Esq
BAKER & HOSTETLER
BAKER & HOSTETLER
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: BOARD TALK WORLDWIDE, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

L99-335

Name	Patricia Pignatelli
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

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Articles of Organization
of
BOARD TALK WORLDWIDE, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Board Talk Worldwide, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 3119 Hassi Point, Longwood, Florida 32779, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Initial Members

The names and addresses of the initial members of the Company (the "Member") are:

Michael Lezberg
3119 Hassi Point
Longwood, Florida 32779

Amy Lezberg
3119 Hassi Point
Longwood, Florida 32779

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ARTICLE V

Management

The management of the Company shall be reserved to the members. Michael Lezberg, named as an initial member, shall serve as the initial managing member until the first annual meeting of the Members. The Members shall elect, by a majority in interest of the Members, additional managing members of the Company to conduct the business affairs of the Company, all in accordance with the Regulations.

ARTICLE VI

Admission of Additional Members

Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII

Continuation of Business

The remaining members of the Company shall have the right 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 Company. The business of the Company may be continued only on the unanimous consent of the remaining Members.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, Board Talk Worldwide, LLC 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 Board Talk Worldwide, LLC.
2. The name and address of the registered agent and office is: 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, 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 its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: 1/20, 1999.

A.G.C. CO.

Vice President
Kenneth C. Wright

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DATED as of the 20th day of JANUARY, 1999.

Michael Lezberg
Michael Lezberg, Member

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 20th day of JANUARY, 1999, by Michael Lezberg, Member of the Company. He is personally known to me or has produced DRIVER'S LICENSE as identification.

Lesley White
(Notary Signature)

(NOTARY SEAL)

LESLEY WHITE
(Notary Name Printed)
NOTARY PUBLIC

Commission No. _____

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Lesley White
MY COMMISSION # CC533418 EXPIRES
February 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Board Talk Worldwide, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$ 60,000.
3. No property of value, real or personal, other than cash, will be contributed by the member.
4. The total amount of additional cash or property anticipated to be contributed by the member is 100,000.
5. The total of 2, 3 and 4 is \$ 160,000.

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

Dated: JAN. 20., 1999.


Michael Lezberg, Member

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