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February 8, 1999

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VIA FEDERAL EXPRESS DELIVERY

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

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RE: ARTICLES OF ORGANIZATION – GREATER TAMPA ASSOCIATION OF PUBLISHERS, L.C.

Dear Madam or Sir:

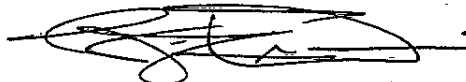
Enclosed please an original and one (1) copy of the Articles of Organization of Greater Tampa Association of Publishers, L.C., a limited liability company, together with an Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent/Registered Office.

Please file these Articles of Organization of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed is this firm's check in the amount of Two Hundred Eighty-five Dollars (\$285.00) for the applicable filing fees.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

Name	
Availability	
Document Examiner	
Updater	
Checker	
Verifier	
Acknowledgement	
W. P. Verifier	

James Dickson GAVE
AUTHORIZATION BY PHONE TO
CORRECT Suffix (was INC. in some
places)
DATE 2/12/99
DOC. EXAM MAA

99 FEB -9 12:11:23
RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

GREATER TAMPA ASSOCIATION OF PUBLISHERS, L.C.

ARTICLES OF ORGANIZATION

1. The undersigned, acting as members of GREATER TAMPA ASSOCIATION OF PUBLISHERS, L.C., a limited liability company (the "Limited Liability Company") to be formed under the Florida Limited Liability Company Act, Chapter 608, FLORIDA STATUTES, do hereby execute the following Articles of Organization pursuant to the requirements of Chapter 608, FLORIDA STATUTES.

ARTICLE 1

NAME

The name of the Limited Liability Company is:

GREATER TAMPA ASSOCIATION OF PUBLISHERS, L.C.

ARTICLE 2

MAILING AND STREET ADDRESS

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

Street Address:

5458 56th Terrace North
St. Petersburg, Florida 33709

Mailing Address:

Post Office Box 2907
Pinellas Park, Florida 33780

ARTICLE 3

REGISTERED AGENT AND OFFICE

The name and street address of the Limited Liability Company's initial registered agent in the State is:

Charles R. Lutes
5458 56th Terrace North
St. Petersburg, Florida 33709

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 AM 11:23

ARTICLE 4
DURATION

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

ARTICLE 5
MANAGEMENT

The Limited Liability Company shall be managed by its members, and all the members, as a group, shall comprise the managing members of the Limited Liability Company. The names and addresses of the managing members as of the date of these Articles of Organization are:

<u>NAME</u>	<u>ADDRESS</u>
Showcase Publications, Inc., a New Jersey corporation	1211 East Main Street Lakeland, Florida 33801
Charles R. Lutes and Marella J. Lutes, jointly, doing business as "MCL Marketing"	Post Office Box 2907 Pinellas Park, Florida 33780
Want Ads of Clearwater/St. Petersburg, Incorporated, a Florida corporation	1703 South Missouri Avenue Clearwater, Florida 33756
PCL Media, Ltd., a Florida limited partnership	Homes & Land 1600 Capital Circle SW Tallahassee, Florida 32310
SJS Marketing, Inc., a Florida corporation	3665 East Bay Drive, Suite 204-271 Largo, Florida 34641
Network Publications, Inc., a Georgia corporation	Apartment Blue Book 2305 Newpoint Parkway Post Office Box 100001 Lawrenceville, Georgia 30046-7001
New Homes, Inc.	13920 North Dale Mabry Tampa, Florida 33618
Gerald H. Stevens and Leslie N. Stephens, jointly, doing business as "Brandon Real Estate Guide"	3421 Pinedale Drive Lakeland, Florida 33811

ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Limited Liability Company upon the affirmative vote, consent and approval of the members holding not less than a majority of the proprietary interest in the Limited Liability Company held by all members. Each newly admitted member shall be required to purchase a proprietary interest in the Limited Liability Company at a cost to be so determined by the members holding not less than a majority of the proprietary interest in the Limited Liability Company held by all members. Each newly admitted member shall be further required to join in the execution and delivery of any agreement among the members relating to the management and regulation of the Limited Liability Company, including, without limitation, any agreement establishing regulations for the Limited Liability Company.

ARTICLE 7
CONTINUATION OF BUSINESS

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 not cause a dissolution of the Limited Liability Company, and the remaining members shall have the right to continue the business of the Limited Liability Company.

2. These Articles of Organization may be executed in counterparts. Each counterpart shall constitute an original, and all counterparts, collectively, shall constitute one (1) and the same instrument.

IN WITNESS WHEREOF, these Articles of Organization have been executed.

SHOWCASE PUBLICATIONS, INC.,
a New Jersey corporation

By: 
Authorized Representative

WANT ADS OF CLEARWATER/
ST. PETERSBURG, INCORPORATED,
a Florida corporation

By: _____
Authorized Representative

NETWORK PUBLICATIONS, INC.,
a Georgia corporation

By: _____
Authorized Representative

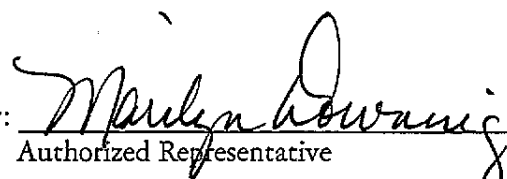
SJS MARKETING, INC.,
a Florida corporation

By: _____
Authorized Representative

~~PCL MEDIA, LTD., a Florida limited partnership~~
~~By: PRINCE COMMUNICATIONS PUBLISHING, INC.,~~
~~a Florida corporation~~

By: _____
Authorized Representative
As General Partner

NEW HOMES, INC., a Florida corporation

By: 
Authorized Representative

CHARLES R. LUTES and
MARELLA J. LUTES, jointly
d/b/a "MCL Marketing"

CHARLES R. LUTES

MARELLA J. LUTES

GERALD H. STEPHENS and
LESLIE N. STEPHENS, jointly
d/b/a "Brandon Real Estate Guide"


GERALD H. STEPHENS


LESLIE N. STEPHENS

SHOWCASE PUBLICATIONS, INC.,
a New Jersey corporation

WANT ADS OF CLEARWATER/
ST. PETERSBURG, INCORPORATED,
a Florida corporation

By: _____
Authorized Representative

By: Roger Woodruff President
Authorized Representative

NETWORK PUBLICATIONS, INC.,
a Georgia corporation

SJS MARKETING, INC.,
a Florida corporation

By: _____
Authorized Representative

By: Susan Staff
Authorized Representative

~~NOT REQUIRED~~
PCL MEDIA, LTD., a Florida limited partnership
By: PRINCE COMMUNICATIONS PUBLISHING, INC.,
a Florida corporation

NEW HOMES, INC., a Florida corporation

By: _____
Authorized Representative
As General Partner

By: _____
Authorized Representative

CHARLES R. LUTES and
MARELLA J. LUTES, jointly
d/b/a "MCL Marketing"

Charles R. Lutes
CHARLES R. LUTES
Marella J. Lutes
MARELLA J. LUTES

GERALD H. STEPHENS and
LESLIE N. STEPHENS, jointly
d/b/a "Brandon Real Estate Guide"

GERALD H. STEPHENS

LESLIE N. STEPHENS

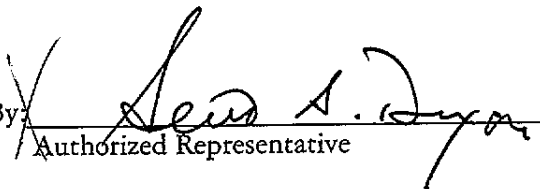
SHOWCASE PUBLICATIONS, INC.,
a New Jersey corporation

By: _____
Authorized Representative

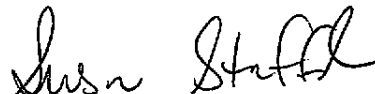
WANT ADS OF CLEARWATER/
ST. PETERSBURG, INCORPORATED,
a Florida corporation

By: _____
Authorized Representative

NETWORK PUBLICATIONS, INC.,
a Georgia corporation

By:  _____
Authorized Representative

SJS MARKETING, INC.,
a Florida corporation

By:  _____
Authorized Representative

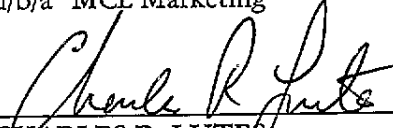
~~PCL MEDIA, LTD., a Florida limited partnership~~
~~By: PRINCE COMMUNICATIONS PUBLISHING, INC.,~~
~~a Florida corporation~~

By: _____
Authorized Representative
As General Partner

NEW HOMES, INC., a Florida corporation

By: _____
Authorized Representative

CHARLES R. LUTES and
MARELLA J. LUTES, jointly
d/b/a "MCL Marketing"

 _____
CHARLES R. LUTES

 _____
MARELLA J. LUTES

GERALD H. STEPHENS and
LESLIE N. STEPHENS, jointly
d/b/a "Brandon Real Estate Guide"

GERALD H. STEPHENS

LESLIE N. STEPHENS

GREATER TAMPA ASSOCIATION OF PUBLISHERS, L.C.

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.

- The name of the limited liability company is:

GREATER TAMPA ASSOCIATION OF PUBLISHERS, L.C.

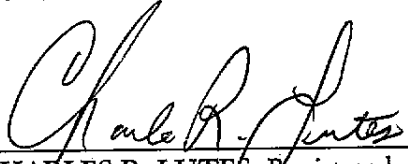
- The name and address of the registered agent and office is:

Charles R. Lutes
5458 56th Terrace North
St. Petersburg, Florida 33709

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.

Dated: _____

June 21, 98



CHARLES R. LUTES, Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

GREATER TAMPA ASSOCIATION OF PUBLISHERS, L.C.

The undersigned member of the GREATER TAMPA ASSOCIATION OF PUBLISHERS, L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is: \$22,000.
3. The agreed value of property other than cash contributed by members is: None.
4. The amount of cash or property anticipated to be contributed by members is: \$240,000. This total includes amounts set forth in 2 and 3 above.

MCL MARKETING



CHARLES R. LUTES



MARELLA J. LUTES

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