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LIMITED LIABILITY COMPANY

VENEZUELAN SINGLES.COM, L.C.

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ARTICLES OF ORGANIZATION
OF
VENEZUELAN SINGLES.COM, L.C.

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be VENEZUELAN SINGLES.COM, L.C.

ARTICLE II
DURATION

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

ARTICLE III
ADDRESS

The mailing address and the street address of the principal office of this Company shall be 105 Sea Lily Lane, Ponte Vedra Beach, Florida 32082.

ARTICLE IV
REGISTERED AGENT

The initial registered office of this Company shall be at 105 Sea Lily Lane, Ponte Vedra Beach, Florida 32082 and the initial registered agent shall be Gilbert L. Lemon.

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ARTICLE V
ADDITIONAL MEMBERS

Additional members (as defined in §608.402(10) of the Act) may be admitted upon the approval by the then current members owning more than 100% of the membership interests.

ARTICLE VI
CONTINUATION OF BUSINESS

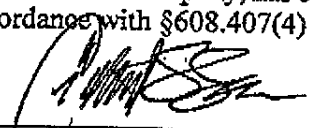
The remaining members of this Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in this Company as provided in the Act or the regulations of the Company.

ARTICLE VII
MANAGEMENT OF THE COMPANY

This Company will be managed by one of its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The name and address of the initial Managing member (as defined in §608.402(9) of the Act), who shall serve as Managing member until the first annual meeting of the members or until its successor is elected and qualifies, is as follows:

Gilbert L. Lemon
105 Sea Lily Lane
Ponte Vedra Beach, Florida 32082

IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

By: 
Print Name: Gilbert L. Lemon
Its: Managing Member

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

VENEZUELANSINGLES.COM, ^{L.C.} desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Gilbert L. Lemon as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 105 Sea Lily Lane, Ponte Vedra Beach, Florida 32082.

DATED this 13 day of Feb, 1999.

VENEZUELANSINGLES.COM, L.C.

By: Gilberto L. Lemon
Print Name: Gilbert L. Lemon
Its: Managing Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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 this 13 day of Feb, 1999.

GILBERT L. LEMON



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STATE OF FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

COUNTY OF ST. JOHNS

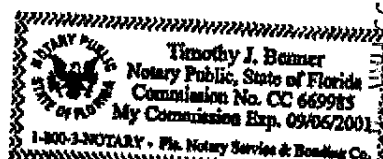
In compliance with FS Section 608.407(2), the undersigned member or authorized representative of a member of VENEZUELAN SINGLES.COM, L.C. deposed and says:

1. The Limited Liability Company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$2,000. This total includes the amounts from paragraphs 2 and 3 above.


Affiant, Gilbert L. Lemon, as Managing
Member of VENEZUELAN SINGLES.COM, L.C.

The foregoing instrument was acknowledged before me this 13th day of February, 1999, by Gilbert Lemon, the Managing Member of VENEZUELAN SINGLES.COM. He is personally known to me or has produced a driver's license as identification. L.C.


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