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February 23 1999

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: (4) Articles of Organization

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1350.00 *337.50

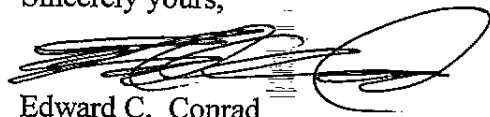
Dear Secretary of State:

Enclosed please find a check in the sum of \$1,350.00 as filing fees, designation of registered agent fees, and certified copy fees for the following Articles of Organization:

1. Senior Publishing and Productions, L.L.C.
2. Senior Shopping Network, L.L.C.
3. Senior Market Consultants, L.L.C.
4. Active Seniors Association, L.L.C.

Please expedite these filings and forward the certified copies. Thanking you in advance for your cooperation.

Sincerely yours,



Edward C. Conrad
1700 S.E. 9th. Street
Ft. Lauderdale, Fl. 33316
954-523-4442
4542

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DIVISION OF CORPORATIONS
STATE OF FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Senior Publishing and Productions, L.L.C.

ARTICLE II - Address:

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

Senior Publishing and Productions, L.L.C.
1126 South Federal Highway
Suite 259
Ft. Lauderdale, FL 33316

ARTICLE III - Duration:

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

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

 X The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Edward C. Conrad
1700 S.E. 9th. Street
Ft. Lauderdale, Fl. 33316

 The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: members reserve the right to have two classes of membership, to wit: voting and non-voting with member admission subject to consent of a majority of the voting members.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be: subject to majority rule of remaining voting members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Senior Publishing and Productions, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,500
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ --0-- ;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 25,000.00 .


Signature of a member or an 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.)

Typed or printed name of signee: Edward C. Conrad

Filing Fee: \$250.00 for Articles and Affidavit

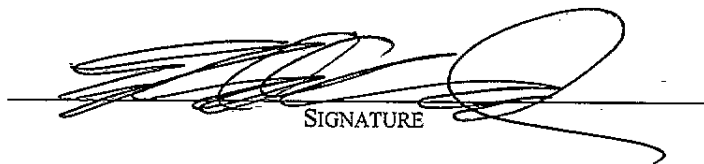
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Senior Publishing and Productions, L.L.C.
2. The name and the Florida street address of the registered agent are:

Edward C. Conrad
1700 S.E. 9th. Street
Ft. Lauderdale, Fl. 33316

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.


SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent