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March 15, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002809194-76
-03/17/99--01062--004
****285.00 ****285.00

Re: Articles of Organization for ShopperGuideBroward, L.L.C.

Dear Sir or Madam:

The enclosed Articles of Organization and check are submitted to form for ShopperGuideBroward, L.L.C. as a Florida Limited Liability Company.

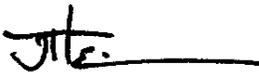
Please return all correspondence concerning this matter to the following:

N. Dean Kohl, Jr.
KOHL & SPOTTS, P.A.
50 SE Kindred Street, Suite 107
Stuart, FL 34994

Enclosed is a check for \$285 payable to the Florida Department of State to cover the filing fees. Please do not hesitate to call if you have any questions or require assistance.

Thank you in advance for your prompt attention.

Sincerely,



T.J. Heinemann, Esq.

/tjh
Enclosures

T.J. Heinemann GAVE
AUTHORIZATION BY PHONE TO
CORRECT Attach Property Description
DATE 3/23/99
DOC. EXAM MJH

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
w. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 AM 8:41

**ARTICLES OF ORGANIZATION
FOR
SHOPPERGUIDEBROWARD, L.L.C.
A Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE 1
NAME**

The name of the Limited Liability Company is:

ShopperGuideBroward, L.L. C.

**ARTICLE 2
ADDRESS**

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

3180 SW Boat Ramp Rd. Palm City, FL 34990

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

3180 SW Boat Ramp Rd. Palm City, FL 34990

**ARTICLE 3
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Limited Liability Company is:

N. Dean Kohl, Jr., Esq.

The address of the initial registered agent of the Limited Liability Company is:

50 SE Kindred St. Stuart, FL 34994

**ARTICLE 4
DURATION**

The period of duration for the Limited Liability Company shall be:

Perpetual

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DIVISION OF CORPORATIONS
99 MAR 17 AM 8:41

ARTICLE 5
MANAGEMENT

(Check the appropriate box and complete the statement)

- 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:
- 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:

ShopperGuideFL.Net, Inc.
3180 SW Boat Ramp Rd.
Palm City, FL 34990

ARTICLE 6
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:

Additional Members may be admitted in the manner set forth in the Regulations of the Limited Liability Company.

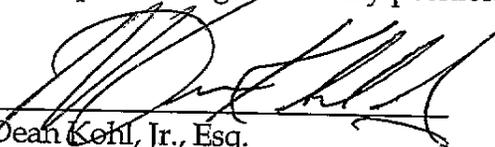
ARTICLE 7
MEMBERS' RIGHTS TO CONTINUE BUSINESS

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:

Permitted, but only upon the unanimous written consent of all remaining Members.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company, 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 relative to the proper and complete performance of my duties, and am familiar with and accept the obligation of my position as registered agent.

By: _____


N. Dean Kohl, Jr., Esq.

Filing Fee: \$250.00 for Article of Organization and Affidavit + \$35.00 for Designation of Registered Agent = \$285.00

ARTICLE 8
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ShopperGuideBroward, 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 \$50,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property attached and made a part hereto); and \$77,040.82;
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$127,040.82.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 15th day of March, 1999.

ShopperGuideFL.Net, Inc., a Florida corporation

By: Michael FL Apap
Name: Michael FL APAP
Title: President

Walmo, Ltd., a Delaware corporation

By: [Signature]
Name: JAMES WALSH
Title: V.P.

ATTACHMENT

Description Of Property Other Than Cash
Contributed By The Members Of ShopperGuideBroward, L.L.C

<u>DESCRIPTION</u>	<u>VALUE</u>
The rights to market and sell ShopperGuide.Net web sites throughout Broward County, Florida	\$77,040.82