

L99000002182

LEGGIO CORPORATION

<http://www.leggiocorporation.com>
20519 Strath-Haven Drive
Montgomery Village, Maryland 20886
(301) 717-6796
(301) 990-1578 (FAX)

April 8, 1999

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-04/14/99--01084--001
****285.00 ****285.00

Subject: Articles of Organization of VC Stock Group, L.L.C.

Dear Sir or Madam:

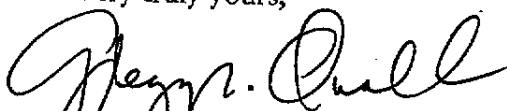
Enclosed, for filing with the Division, are 2 executed originals of the Articles of Organization of VC Stock Group, L.L.C. (the "Company"). Also enclosed is Exhibit A to the Articles, the Affidavit of Membership and Contributions, as required by the Florida Limited Liability Company Act.

Leggio Corporation, the Organizer authorized by Ms. Pamela Ludwig, a member of the Company, hereby submits these documents for filing and encloses herewith its check number 2171, in the amount of two hundred eighty-five dollars (\$285.00), in payment of the statutory fees.

Please send the acknowledgment, and any correspondence related to this submission, to the attention of the undersigned at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,


Gregory A. Qualls
President

Enclosures

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgement
P. Verifier

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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"We Handle The Red Tape So That You Won't Have To."™

**ARTICLES OF ORGANIZATION OF
VC Stock Group, L.L.C.
A Florida Limited Liability Company**

(a) The name of the limited liability company shall be VC Stock Group, L.L.C. (the "Company")

(b) The Company shall be dissolved, and its affairs wound up, on December 31, 2034, unless its members continue the business without any winding up of the business of the Company, in which case the Company shall continue as an at-will company.

(c) The mailing address and street address of the principal office of the Company in the State of Florida shall be 2062 Blue View Court, Navarre, 32566.

(d) (1) Pursuant to the provisions of Section 608.415 of the Florida Limited Liability Company Act, the name of the Company's resident agent shall be Pamela E. Ludwig and the complete street address of, and the mailing address of, the Resident Agent shall be 2062 Blue View Court, Navarre, Florida, 32566.

(2) Having been named as registered agent and to accept service of process for the Company at the place designated hereinabove, I, Pamela E. Ludwig, 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

(e) The member(s) may, by majority vote, permit the admission of additional members. Each additional member shall be required to make the initial capital contribution described in the Company's Admission Agreement. The value of, and the time for making, such contribution shall be set forth in the Admission Agreement.

(f) 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 remaining members may, by the vote of a majority of their number, continue the business of the Company.

(g) The property, business and affairs of the Company shall be controlled and managed by the members. The initial managing members shall be:

Andrew Edmondson of 220 Engert, Knoxville, TN, 37922; Linda Edmondson, 2406 Tall Pines Lane, Hillsborough, NC 27278; Pamela E. Ludwig, 2062 Blue View Court, Navarre, FL, 32566; Gary D. Poe, 2062 Blue View Court, Navarre, FL, 32566 and Tim Welsh, 875 Frog Pond Road, Hiawasse, GA, 30546.

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION OF PACIFIC MARKETING NETWORK, L.L.C.

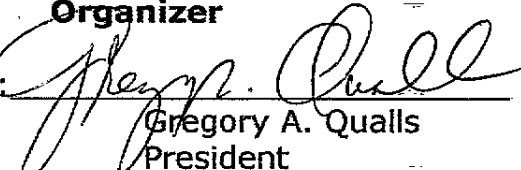
(Page 2 of 2)

(h) The members of the Company shall enter into a written operating agreement ("regulations") which shall govern the administration and regulation of the affairs of the Company and the relations of its members, and which shall include provisions establishing: (i) The manner in which the business and affairs of the Company shall be managed, controlled, and operated, including the granting of exclusive authority to manage, control, and operate the Company to specific members; (ii) The rights of the members to assign all or a portion of their interests in the limited liability company; (iii) The circumstances in which any assignee of a member's interest may be admitted as a member of the Company; (iv) The procedure for assignment, pledge, or transfer of any members interest, which interest shall be represented by a certificate issued by the Company; and (v) The method by which the regulations may from time to time be amended.

THE UNDERSIGNED, the organizer, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, do make these Articles of Organization, hereby declaring and certifying that this is my act and deed and the facts herein stated are, to the best of my knowledge and belief, true, and accordingly have hereunto set my hand this 9th day of April, 1999.

**Leggio Corporation,
Organizer**

By:


Gregory A. Qualls
President

**EXHIBIT A
TO THE ARTICLES OF ORGANIZATION OF**

**VC Stock Group, L.L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

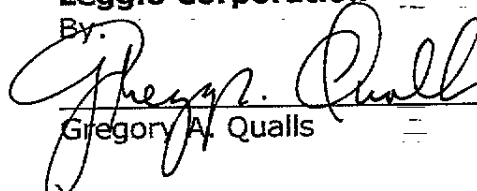
THE UNDERSIGNED, authorized representative of VC Stock Group, L.L.C. (the "Company"), does hereby certify:

- 1) the Company has at least one member;
- 2) the total amount of cash contributed by the member(s) is: \$ 19,380.00
- 3) if any, the agreed value of property other than cash contributed by the member(s) is: \$ 0⁰⁰
- 4) the total amount of cash and property contributed and anticipated to be contributed by the member(s) is: \$ 19,380.00

Pursuant to the Florida Limited Liability Company Act, I do make this Affidavit, hereby declaring and certifying that this is my act and deed and the facts herein stated are, to the best of my knowledge and belief, true, and accordingly have hereunto set my hand this 9th day of April, 1999.

Leggio Corporation

By.



Gregory A. Qualls

State of Maryland)
County of Montgomery) ss

BE IT REMEMBERED that on this 9th day of April, 1999 personally came before me, a Notary Public for the State of Maryland, Gregory A. Qualls, to me personally known to be the same person who executed the foregoing Articles of Organization, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Notary Public

My commission expires: 1/13/2001