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*VIRGINIA

ONLY ADMITTED IN:

†MARYLAND

May 19, 1999

BY FEDERAL EXPRESS

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

Re: SCS Wirl Publishing Company, L.C.

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-05/25/99 -01085 --002

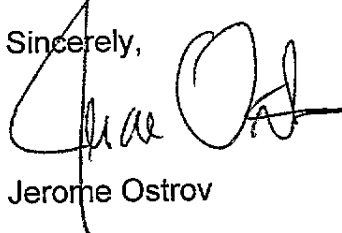
****285.00 ****285.00

Dear Sir or Madam:

With respect to the above-referenced limited liability company, enclosed herewith is an original of the Articles of Organization for said limited liability company (including an Affidavit of Membership and Contributions) as well as a Certificate of Designation of Registered Agent. Also, I enclose a stand alone Affidavit of Membership and Contributions, which has been notarized, as well as a check in the amount of \$285.00 (reflecting the filing fee for the Articles of Organization and Affidavit of \$250.00 and the fee for the designation of registered agent of \$35.00).

Should there be any questions, please contact the undersigned. For your convenience, I enclose a Federal Express mailer with which you may send me the certificate of organization. I also enclose a duplicate copy of the Articles of Organization, and request that you return a time and date stamped copy of same.

Sincerely,



Jerome Ostrov

JO/sbc
Enclosures

L99-3087

Name	02528
Availability	
Agent	
Secretary	
Notary	
Verifier	
Acknowledgement	
W. P. Verifier	

**ARTICLES OF ORGANIZATION
OF
SCS WIRLD PUBLISHING COMPANY, L.C.**

The undersigned, being over the age of 21, hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

FILED
99 MAY 25 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the limited liability company is SCS WIRLD PUBLISHING COMPANY, L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal place of business of this limited liability company are 300 Three Island Blvd., Hallandale, Florida 33009.

**ARTICLE III
DURATION**

This limited liability company shall have an existence commencing on the date of filing of these Articles with the Florida Department of State and expiring on the fiftieth (50th) anniversary of the date of such filing, unless sooner terminated as provided in the Operating Agreement for the Company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are: IVAN BRENDLER and DOSSIE BRENDLER, 300 Three Island Blvd., Hallandale, Florida 33009.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted to this limited liability company by the Managers. In addition, any Member may, by testamentary bequest (or by operation of law as in intestacy), either through a will or living trust or by inter vivos gift, convey his or her interest in the Company (or have such interest pass) to a trust created for himself or herself, to a member of his or her family, or to a trust created for a member of his or her

family. Except for the circumstances set forth in the preceding sentence, no Member (who is not a Manager) may sell, transfer, assign or otherwise dispose of or pledge, mortgage, hypothecate or otherwise encumber or permit or suffer any encumbrance of all or any part of his or her interest in the Company without the express written consent of the Managers.

ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS

The business of this limited liability company shall be dissolved 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 this limited liability company, unless a majority of the remaining Members consent to the continuation of the business of the limited liability company within sixty (60) days of the occurrence of any event which would otherwise terminate the existence of this limited liability company and there is at least one (1) remaining Member.

ARTICLE VII AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member certifies:

1. The above named limited liability company has at least one Member;
2. The total amount of cash contributed by the Members is One Thousand Dollars;
3. If any, the agreed value of property other than cash contributed by the Members is zero (\$0.00);
4. The total amount of cash and property contributed and anticipated to be contributed by the Members is One Thousand Dollars.

IN TESTIMONY WHEREOF, the undersigned Member has signed his name as of the 17 day of May, 1999.



Name: Ivan Brendler

FILED
29 MAY 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 SCS Wirl Publishing Company, L.C.
2. The name and the Florida street address of the registered agent are:

Ivan Brendler
300 Three Island Boulevard
Hallandale, FL 33009

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.



Ivan Brendler

FILED
99 MAY 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of SCS WIRLD PUBLISHING COMPANY, L.C. deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the members is ONE THOUSAND DOLLARS;
3. If any, the agreed value of property other than cash contributed by the members is zero (\$0.00);
4. The total amount of cash or property anticipated to be contributed by members is ONE THOUSAND DOLLARS.



IVAN BRENDLER,
MANAGING MEMBER

FILED
99 MAY 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

County of)
) ss:
State of)

The foregoing Affidavit of Membership and Contributions was acknowledged before me this 17 day of ^{may} February, 1999, by IVAN BRENDLER, who represented himself to be the person signing in the capacity set forth above, who is personally know to me or who has produced Florida State Driver's License Number 8653-402-27-053-0, as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of ^{may} February, 1999.

Notary Public

Name: Cecile Prichason

(SEAL)

My Commission Expires:



Cecile Prichason
Commission # OC 818136
Expires Apr. 30, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
99 MAY 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA