

Name _____
Availability _____
Element _____
Technique _____
Editor _____
Inter- _____
rayer _____
Knowledge _____
P. Verifier _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

RANDY K. STERNS
BUSH ROSS GARDNER WARREN
220 SOUTH FRANKLIN STREET
TAMPA, FL 33602

SUBJECT: CANADIAN MEDIA GROUP, L.L.C.
Ref. Number: W99000013271

We have received your document for CANADIAN MEDIA GROUP, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 699A00030890

99 JUN 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

June 15, 1999

MAHLON H. BARLOW, III
WILLIAM B. BOWLES JR.
JOHN R. BUSH
EDWARD B. CARLSTEDT
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
R.J. HAUGHEY, II
PAUL L. HUEY
DAVID M. JEFFRIES

BRENT A. JONES
S. TODD MERRILL
H. HAMILTON RICE III
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
MARIAN HYATT SBAR
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
KARI M. SWANSON
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Canadian Media Group, L.L.C.
Our File No.: CMEL-1

Gentlemen:

Enclosed is the revised Affidavit, pursuant to your letter of June 8, 1999, a copy of which I have enclosed, together with an original and one copy of the Articles of Organization. Our check in the amount of \$337.50, which represented the filing fees, was previously sent to you with our original documents on June 2, 1999.

We would appreciate having you file the original Articles of Organization and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Sincerely,

Corinne R. Bylone

Corinne R. Bylone,
Legal Assistant to Randy K. Sterns

RKS/crb
Enclosures
179090.1

FILED
29 JUN 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CANADIAN MEDIA GROUP, L.L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is CANADIAN MEDIA GROUP, L.L.C. (the "Company").

ARTICLE II

Effective Date; Duration of Existence

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State and thereafter shall remain in existence until such time as the occurrence of any of the following dissolving events: (a) the death or resignation of a managing member; (b) the dissolution, whether voluntary or involuntary, of any entity managing member; (c) the filing of a petition in bankruptcy, on a voluntary basis by or an involuntary basis against, any managing member; (d) a unanimous determination by the members that the Company should be dissolved; or (e) when required by law. The dissolution shall be effective upon the occurrence of any of the above events without any further action required on the part of the Company or its members.

FILED
99 JUN 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 2725 Thornhill Road, Auburndale, Florida 33823-4722, and its initial registered agent is Randy K. Sterns, whose address is 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE V

Additional Members

The Company may admit a new member to the Company with the prior written consent of all of the members.

ARTICLE VI

Continuation of the Company

The Company shall not automatically terminate 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 a member in the Company, provided that the member whose membership is terminated is not a manager of the Company. Upon termination of the membership of a member who is a manager, the Company will automatically terminate, provided that the holders of a majority of the then outstanding membership interests of the Company shall have the right to continue the business of the Company.

ARTICLE VII

Management of the Company

The Company shall be managed by a Manager who shall be elected annually by the Members in the manner set forth in the Company's Regulations. The following individual is hereby appointed the initial manager of the Company, to serve until his successor is duly elected, qualified, and seated:

David Perks
2725 Thornhill Road
Auburndale, FL 33823-4722

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal regulations governing the operation of the Company shall be vested in its members.

ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

FILED
09 JUN 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization this 26th day of May, 1999.

CANADIAN MEDIA GROUP, L.L.C

By:

David Perks
David Perks, Member

PROVINCE

STATE OF NEW BRUNSWICK

COUNTY OF CANADA

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this
26 day of May, 1999, by, David Perks, who is personally known
to me or who has produced [Signature] as identification and did take an oath.

[Signature]
NOTARY PUBLIC

Print Name: WASH DAVIDSON

A Commissioner of Notary Public in and for the State of Florida

My Commission Expires:

FILED

99 JUN 16 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, CANADIAN MEDIA GROUP, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Randy K. Sterns an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

CANADIAN MEDIA GROUP, L.L.C.

By:


David Perks, Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.


Randy K. Sterns

176350.1

FILED
99 JUN 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, on this 14th day of June, 1999, personally appeared DAVID PERKS, known to me personally and being first duly sworn, who made the following statements:

1. CANADIAN MEDIA GROUP, L.L.C., an entity intending to qualify as a Florida limited liability company (the "Company"), presently has three members, and has appointed the undersigned as its authorized representative.
2. The members of the Company are as follows:
 - a. Canadian Media Enterprises, Inc.
 - b. Barbara Boyd
 - c. David Perks
3. The members of the Company have contributed a total of \$1,000 to the Company as an initial capital contribution. The members do not anticipate making additional capital contributions during its first year of operations.
4. The following are the contributions made by each member:


a. Canadian Media Enterprises, Inc.	\$800.00
b. Barbara Boyd	100.00
c. David Perks	100.00
5. There has not been any property other than the cash contributions listed above made by the members.

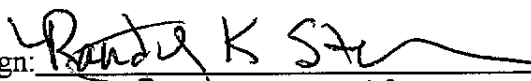


DAVID PERKS

I hereby certify that the foregoing Affidavit was acknowledged before me by DAVID PERKS, who is personally known to me on this 14th day of June, 1999.

NOTARY PUBLIC

 Randy K Sterns
My Commission CC664946
Expires July 20, 2001

Sign: 
Print Name: Randy K Sterns

My Commission Expires: