

L99000003769

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June 23, 1999

VIA FEDERAL EXPRESS

LLC Section
Division of Corporations
Secretary of State, Florida
P. O. Box 6327
Tallahassee, FL 32301

800002914208--2
-06/24/99-01057-006
****285.00 ****285.00

Re: AION IDEA GROUP, LLC

F99-3769

Dear Sir or Madam:

Enclosed for filing are the original and a copy of the Articles of Organization for the referenced proposed entity, together with our firm check in the amount of \$285.00 to cover the filing fee and the designation of agent. Please provide us with confirmation that this entity has been filed.

Very truly yours,

BROAD AND CASSEL

Rei-Ann Suehring

Rei-Ann Suehring, CLA
Paralegal

/rs

Enclosures

cc: Mr. Ryan A. Ferguson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

AION IDEA GROUP, L.L.C.

The undersigned (the "Members") acting as the organizers of AION IDEA GROUP, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is AION IDEA GROUP, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 801 West State Road 436, Suite 1075, Altamonte Springs, Florida 32714.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the names and addresses of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

Name

Address

Ryan A. Ferguson

801 West State Road 436
Suite 1075
Altamonte Springs, FL 32714

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

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TALLAHASSEE FLORIDA

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Ryan A. Ferguson, Incorporator, and the street address of the Company's registered agent is 801 West State Road 436, Suite 1075, Altamonte Springs, Florida 32714. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

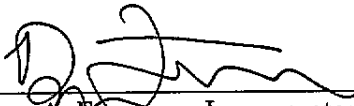
Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Shares:

The Company is authorized to issue both voting and nonvoting shares of common stock, par value \$.01 per share. All common stock shall be identical in all respects except the nonvoting common stock shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting common stock.

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JUN 24 1999
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as
of this 16th day of June, 1999.

By: 
Ryan A. Ferguson, Incorporator

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TALLAHASSEE FLORIDA

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is AION IDEA GROUP, L.L.C.
2. The name and address of the registered agent and his office is:

Ryan A. Ferguson
801 West State Road 436
Suite 1075
Altamonte Springs, Florida 32714

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.

By: 
Ryan A. Ferguson, Incorporator

Dated this 16 day of June, 1999.

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TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, Ryan A. Ferguson, Incorporator, Affiant herein, having been duly sworn, deposes and states:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$0.00.
3. The agreed value of property other than cash contributed by the members is \$20,000,000.00. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is \$20,000,000.00. This total includes amounts from 2 and 3 above.

Further Affiant sayeth not.

By: [Signature]
Ryan A. Ferguson, Incorporator

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SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 17 day of June, 1999, by Ryan A. Ferguson, Incorporator, and who is personally known to me.

[Signature]
(Signature of Notary Public)
Diane A. Rhodes
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No.:
My commission expires



Diane A Rhodes
My Commission CC594318
Expires October 17, 2000

PROPERTY CONTRIBUTED BY THE MEMBERS

Office Equipment

Inventory

Intellectual Property

Trade Secrets

Subscriber and Reseller Base

Goodwill

Related other commercial assets

Total Amount of Property Contributed by Members	\$20,000,000.00
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