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To: Division of Corporations  
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From: Account Name : MORGAN LEWIS & BOCKIUS LLP  
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**LIMITED LIABILITY COMPANY**

**Parcel O Acquisition, L.L.C.**

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**ARTICLES OF ORGANIZATION  
OF  
PARCEL O ACQUISITION, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company is Parcel O Acquisition, L.L.C. (the "Company").

**ARTICLE II  
DURATION**

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall be perpetual, unless the Company is dissolved as provided for by law, by these Articles of Organization or in the Regulations ("Regulations") of the Company.

**ARTICLE III  
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is 3011 Rock Island Road, Margate, Florida 33063.

Prepared by:  
Robert W. Murray  
Morgan, Lewis & Bockius LLP  
200 S. Biscayne Blvd., Suite 5300  
Miami, Florida 33131  
(305) 579-0300  
Florida Bar # 0961574

**ARTICLE IV  
PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

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ARTICLE V  
NAME AND ADDRESS OF  
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are:

Robert W. Murray  
Morgan, Lewis & Bockius LLP  
5300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, FL 33131-2339

A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE VI  
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the written consent of a majority in interest of the members of the Company and upon such terms and conditions as shall be determined by such members.

ARTICLE VII  
TERMINATION OF EXISTENCE

The death, retirement, resignation, expulsion, termination of employment by the Company, conviction of a crime, bankruptcy or dissolution of a Member shall not dissolve the Company unless a majority in interest of the remaining Members consents to dissolve the Company.

ARTICLE VIII  
MANAGEMENT

The Company shall be managed by managers in accordance with the Regulations of the Company. Initially, there shall be one manager of the Company. Thereafter, the number of managers shall be determined as provided in the Regulations of the Company. The managers shall be elected by the members as prescribed and provided in the Regulations of the Company and by Florida law. The managers shall hold the offices and have the responsibilities set forth in the Regulations of the Company. The Regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The names and addresses of the initial managers who

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are to serve as managers until the first annual meeting of members or until their respective successor is elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Nancy P. Valassis	3011 Rock Island Road Margate, Florida 33063

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 3rd day of September, 1999.

By: Nancy P. Valassis  
Nancy P. Valassis

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AFFIDAVIT

STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Nancy P. Valassis, who after being by me first duly sworn, declares, deposes and says of his personal knowledge that:

1. She has this day executed the Articles of Organization of Parcel O Acquisition, L.L.C., a Florida limited liability company (the "Company").
2. The Company has at least one member.
3. The amount of cash contributed by the members of the Company as of the date of this Affidavit is \$ 0.
4. The amount of the agreed value of property other than cash contributed by the members of the Company as of the date of this Affidavit is \$ 600,000.
5. The amount anticipated to be contributed by the members of the Company is \$ 600,000 in cash or property.

FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered this 3rd day of September, 1999.

X Nancy P. Valassis  
Nancy P. Valassis

SWORN to and subscribed before me this 3rd day of September, 1999, by Nancy P. Valassis, who is personally known to me or who has produced a Florida drivers license No. \_\_\_\_\_ as identification.

NOTARY PUBLIC

Craig C. Glorioso  
Print Name:  
State of Florida at Large  
My Commission expires:



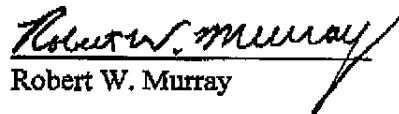
**STATEMENT OF ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of Parcel O Acquisition, L.L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: September 7, 1999.

Registered Agent

  
Robert W. Murray

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