

L 99000007982

712 S. Summerlin Ave
Orlando, FL 32801
phone: (407) 896-3575
FAX: (407) 228-0350

October 20, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800003024389--4
-10/25/99--01132--002
***125.00 ***125.00

Dear Sir or Madame:

L99-7982

Please file the enclosed Articles of Organization and Operating Agreement on behalf of Nettle Media.

Thank you,


Steven McElveen

w99-24972

4R
11/22
FILED
99 NOV 22 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 29, 1999

STEVEN MCELVEEN
NETTLE MEDIA
712 S. SUMMERLIN AVE.
ORLANDO, FL 32801

SUBJECT: NETTLE MEDIA, L.L.C.
Ref. Number: W99000024972

We have received your document for NETTLE MEDIA, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we do not file operating agreements, and we can no longer file articles of organization which contain information about capital contributions. Enclosed is a blank form for you to use and return with a copy of this letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 799A0005207

99 NOV 22 AM 8:20
FILED
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLES OF ORGANIZATION
OF
NETTLE MEDIA, L.L.C.

The undersigned, being of legal age and competent to contract for the purpose of organizing a Limited Liability Company pursuant to Chapter 608, Florida Statutes, and other applicable laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Limited Liability Company shall be NETTLE MEDIA, L.L.C. (the "Company").

ARTICLE II

DURATION

This Company shall exist perpetually unless dissolved by law or action of its members.

ARTICLE III

PURPOSE

This Company is created for the purpose of transacting the business of NETTLE MEDIA, L.L.C., and for such other business as may be agreed upon by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Company shall be 712 S. Summerlin Avenue, Orlando, Florida 32801, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Company shall be Jason (Jazno) Francoeur, whose address is 712 S. Summerlin Avenue, Orlando, Florida 32801.

99 NOV 22 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE V

MANAGEMENT OF BUSINESS

The management of this Company shall be vested in a manager or managers who shall be elected annually by the members in a manner prescribed by and provided in the regulations of this Company.

ARTICLE VI

REGULATIONS

At the time of executing these articles of organization, the members of the Company shall adopt regulations containing all provisions for the regulation and management of this Company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this Company.

ARTICLE VII

PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Company.

ARTICLE VIII

MEETING OF MEMBERS

Annual meetings of the members shall be held within thirty (30) days after the close of the Company's fiscal year at times and places selected by the members. Special meetings may be called, and all other matters with respect to meetings, shall be governed by, provided for and construed in accordance with the requirements set forth in the regulations.

Minutes shall be kept of all annual and special meetings.

ARTICLE IX

99 NOV 22 AM 8:20
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE X

PROFITS AND LOSSES

The members of this Company shall be entitled to the net profits arising from the operation of the Company business. Each member shall be entitled to his distributive share of the profits according to his pro rata interest in the Company. Losses shall be passed through to each member in the same proportion according to his pro rata interest in the Company.

ARTICLE XI

ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth in the regulations of this Company.

ARTICLE XII

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy, or expulsion of a member, this Company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations, but in no event for a longer period than the thirty (30) years set forth in Article II above.

ARTICLE XIII

LIMITED LIABILITY OF MEMBERS

The private property of the members shall not be subject to payment of the Company's debts to any extent.

99109 22 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

ARTICLE XIV

AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by the unanimous consent of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Department of State.

ARTICLE XV

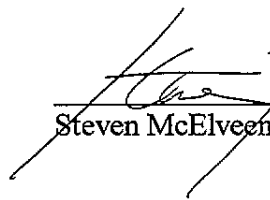
HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, for the purpose of forming a limited liability company under the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Organization, declaring and certifying under penalties of perjury, that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand this 18th day of October, 1999.



Jason Francoeur



Steven McElveen

99 NOV 22 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED