

L990000008265

Rhodes Holdings, Inc.

Plaza Center
Suite 300
251A Royal Palm Way
Palm Beach, FL 33480-4355
561-659-5400
Fax 561-659-5671

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***125.00 ***125.00

November 19, 1999

MJH

Florida Division of Corporations
PO Box 6327
Tallahassee, FL 32314

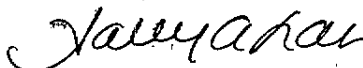
Re: Residential Telecom LLC
OnlineNeighborhood.com, LLC

Dear Sir or Madam:

Please find enclosed Articles of Organization for the above-referenced companies, along with two checks in the amount of \$125 each for filing fees. Kindly return a copy of the filed documents at your earliest convenience.

Thank you.

Sincerely,



Sally A. Larson

/sal

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION FOR

OnlineNeighborhood.com, LLC

ARTICLE I

The name of the Limited Liability Company is:

OnlineNeighborhood.com, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

251A Royal Palm Way, Suite 300
Palm Beach, FL 33480

ARTICLE III

The period of duration for the Limited Liability Company shall be:

The company shall exist in perpetuity.

ARTICLE IV

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Paul Rhodes
251A Royal Palm Way, Suite 300
Palm Beach, FL 33480

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ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be at the discretion of the managing member.


By: Paul Rhodes

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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: OnlineNeighborhood.com, LLC

2. The name and the Florida street address of the registered agent are:

Paul Rhodes

NAME

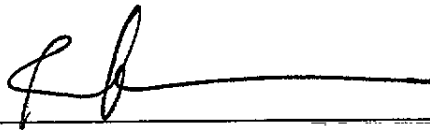
251A Roayl Palm Way, Suite 300

Florida street address (P. O. Box **NOT** ACCEPTABLE)

Palm Beach FL 33480

CITY, STATE AND ZIP

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.



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent