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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Umagic Investors LLC

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<input type="checkbox"/>	Profit
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<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

Ordered By: _____

Date: _____

**ARTICLES OF ORGANIZATION
OF
UMAGIC INVESTORS, LLC**

The undersigned hereby certifies that the Members named herein have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be Umagic Investors, LLC.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability Company is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602, and the name of its initial registered agent at such address is Ming G. Jung.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

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**ARTICLE VI.
MANAGEMENT**

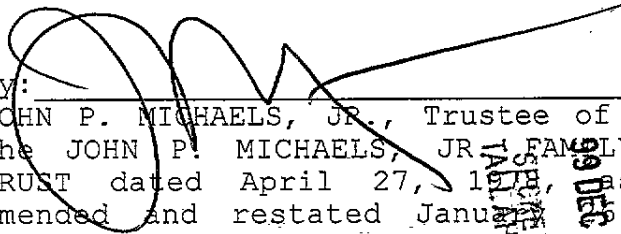
The Limited Liability Company shall be managed by its Managing Member in accordance with the Operating Agreement of the Limited Liability Company. The name and address of the Managing Member is:

Atlantic American Internet Partners, Ltd.
101 East Kennedy Blvd.
Suite 3300
Tampa, FL 33602

The undersigned, being one of the Members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of Umagic Investors, LLC.

Executed by the undersigned on December 20, 1999.

ATLANTIC AMERICAN INTERNET PARTNERS, LTD.
By: Atlantic American Internet
Investments, LLC, its General
Partner

By: 
JOHN P. MICHAELS, JR., Trustee of
the JOHN P. MICHAELS, JR. FAMILY
TRUST dated April 27, 1998, as
amended and restated January
1998, JOHN P. MICHAELS, JR., Attorney
and Trustee, Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the UMagic Investors, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 20th day of December, 1999.


Ming G. Jung

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