

M00000002029

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BURTON, BARTLETT & GLOGOVAC
ATTORNEYS AT LAW

50 WEST LIBERTY STREET, SUITE 650
RENO, NEVADA 89501

AREA CODE 775
TELEPHONE 333-0400
FACSIMILE 333-0412
EMAIL bbg@bbg.net

September 14, 2000

By FedEx

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002394381--1
-09/15/2000--01041--007
****160.00 ****160.00

Re: Alliance Media of Nevada LLC ("Alliance")

Dear Sir:

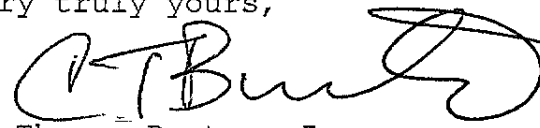
Enclosed, for this Nevada limited-liability company, are the following:

1. Application by foreign limited-liability company for authorization to transact business in Florida;
2. Certificate of existence from Nevada, issued on September 11, 2000;
3. Certificate of designation of registered agent;
4. Check in the amount of \$160 to cover filing fees; and
5. Return FedEx envelope.

If everything appears to be in order, please file and return a file-stamped copy of the application and a certificate of status in the enclosed FedEx envelope.

Please call with any questions.

Very truly yours,


C. Thomas Burton, Jr.

CTB/cth
Enclosures (5)
cc: Mr. Richard W. Baker (by Fax w/o encl.)

FILED
09 SEP 28 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

M00-2029
OK



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 19, 2000

C. THOMAS BURTON, JR.
BURTON BARTLETT & GLOGOVAC
50 WEST LIBERTY STREET, SUITE 650
RENO, NV 89501

SUBJECT: ALLIANCE MEDIA OF NEVADA LLC
Ref. Number: W00000022798

We have received your document for ALLIANCE MEDIA OF NEVADA LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 900A00049277

FILED
NO SEP 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BURTON, BARTLETT & GLOGOVAC

ATTORNEYS AT LAW

50 WEST LIBERTY STREET, SUITE 650

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AREA CODE 775
TELEPHONE 333-0400
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EMAIL bbg@bbg.net

September 27, 2000

By FedEx

Ms. Tammy Cline
Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Alliance Media of Nevada LLC
Reference No. W00000022798

Dear Ms. Cline:

In accordance with your September 19 letter, a copy of which is enclosed, I am enclosing the following original documents for this Nevada limited-liability company:

1. Application for authorization to transact business in Florida executed by the sole member, with attached certificate of existence issued by the Nevada secretary of state's office on September 11, 2000;

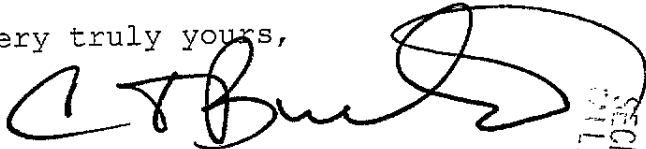
2. Certificate of designation of resident agent;

3. Return FedEx envelope.

Please file the application and return a file-stamped copy, together with a certificate of status in the enclosed FedEx envelope. Our check for \$160 that you are holding is to be applied to all related filing fees.

Thanks for your assistance. Please call with any questions.

Very truly yours,


C. Thomas Burton, Jr.

CTB/cth

Enclosures (4)

cc: Mr. Richard W. Baker (by Fax w/o encl.)

FILED
NO SEP 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

In compliance with Section 608.503, Florida statutes, the following is submitted to register a foreign limited-liability company to transact business in the state of Florida:

1. Name. The name of the limited liability company is Alliance Media of Nevada LLC ("Alliance").
2. Domicile. Alliance was organized under the law of the State of Nevada.
3. FEIN. Alliance's FEI number is 88-0471209.
4. Formation Date. Alliance was formed on August 25, 2000.
5. Duration. Alliance has perpetual duration.
6. Date Transacted Business. Alliance first transacted business in Florida on September 10, 2000.
7. Principal Office. The principal office is located at 6990 Lake Ellenor Drive, Orlando, FL 32809.
8. Management. Alliance is a manager-managed company.
9. Managers. The names and business address of the managing managers are as follows:

Roy M. Speer

2535 Success Drive
Odessa, FL 33556

Richard W. Baker

2535 Success Drive
Odessa, FL 33556

10. Certificate of Existence. Attached is an original certificate of existence for Alliance issued by the Nevada secretary of state's office on September 11, 2000.
11. Nature of Business. The nature of business to be conducted by Alliance in Florida is internet services.

Ruford W. Balser

~~Richard W. Baker~~
Richard W. Baker
Secretary, Tahitian Investments, Inc.,
a Florida Corporation
Sole Member, Alliance Media of
Nevada LLC

FILED
00 SEP 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Alliance Media of Nevada LLC

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

CT Corporation System
1200 S. Pine Island Road
Plantation, FL 33324

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 as provided for in Chapter 608, F.S..

CT Corporation System

By: 

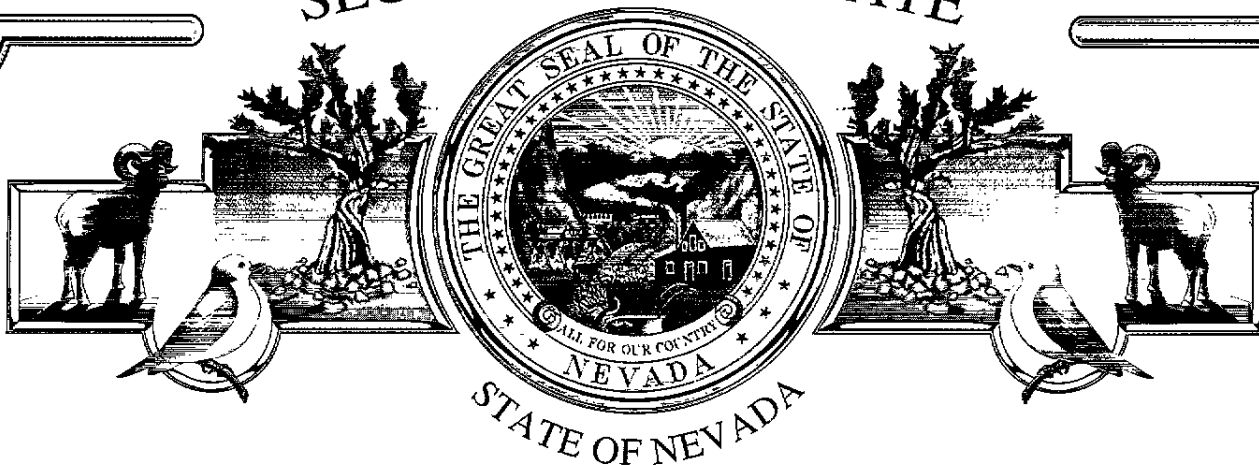
Name: V. Miller

Title: Assistant Secretary

Date: September 14, 2000

FILED
00 SEP 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ALLIANCE MEDIA OF NEVADA LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 25, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on September 11, 2000.



Dean Heller

Secretary of State

By

D. Farmer

Certification Clerk