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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
ARTI MEDIA HOLDINGS, LLC

Certificate of Status	1
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Estimated Charge	\$60.00

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ARTI MEDIA HOLDINGS, LLC**

First: The Articles of Organization of ARTI Media Holdings, LLC were filed on June 6, 2011 and assigned Document Number L11000065992.

Second: Such Articles of Organization (the "Articles") are hereby deleted in their entirety and Amended and Restated as follows:

**ARTICLE I.
NAME**

The name of the limited liability company is ARTI Media Holdings, LLC (the "Company").

**ARTICLE II.
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 101 20th Street, Unit 1706, Miami Beach, Florida 33139.

**ARTICLE III.
REGISTERED AGENT AND OFFICE**

The name of the registered agent and the street address of the registered office is CFRA, LLC, 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

**ARTICLE IV.
DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Company's Operating Agreement.

**ARTICLE V.
MANAGEMENT**

The Company shall be a manager managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The initial Manager of the Company shall be Fuat Onur Peker, 101 20th Street, Unit 1706, Miami Beach, Florida 33139.

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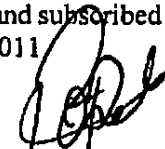
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**ARTICLE VI.
MEMBERS**

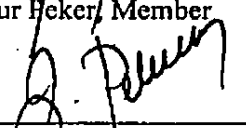
The name and address of the initial Member of the Company is The Group Broadway Inc., a British Virgin Islands Corporation, c/o Aramo Trust Co. Limited, P.O. Box 3099, Road Town, Tortola, BVI. Additional members will be admitted pursuant to the terms of the Operating Agreement to be entered into by the Member of the Company.

These Amended and Restated Articles of Organization have been duly executed on the date set forth below by the members of the Company and are being filed in accordance with §608.411, Florida Statutes. In accordance with the terms of §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Organization on this 3rd day of August, 2011



Fuat Onur Peker, Member



Zeynep Esra Peker, Member

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 3rd day of August, 2011.

CFRA, LLC, a Florida Limited Liability Company

By: 
Arianna Plasencia, Esq., Authorized Representative