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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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06/24/98-01057--007

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OFFICE USE ONLY

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

1. OLE COMMUNICATIONS GROUP (US), L.C.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability CO.
<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

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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98 JUN 24 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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98 JUN 23 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/24  
Examiner's Initials

98 JUN 23 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
OLE COMMUNICATIONS GROUP (US), L.C.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is OLE COMMUNICATIONS GROUP (US), L.C.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

MEMBERSHIP

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by vote of a majority in interest may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights. Upon the death of any member that is a natural person, his or her personal representatives, heirs of fiduciaries, as provided by the member of by operation of law, as the case may be, shall replace the deceased member and the company shall continue in

existence.

#### ARTICLE IV

##### INITIAL AND AUTHORIZED CAPITAL

The amount of capital with which this Limited Liability Company will begin business is not less than \$100, to be contributed as set out in Article IX. The authorized capital shall be \$10,000.00 but may be increased by amending these articles as provided in article X.

#### ARTICLE V

##### TERM OF EXISTENCE

This Limited Liability Company is to exist effective June 23, 1998 for thirty (30) years. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

#### ARTICLE VI

##### ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 5201 Blue Lagoon Drive, Suite 650, Miami, FL 33126. The Board of Managers may from time to time move the principal office to another address in Florida.

#### ARTICLE VII

##### MANAGERS

This Limited Liability Company shall, if voted by the members, have not less than one manager, however, the number of managers may be increased or diminished from time to time by Regulations adopted by the stockholders, but shall never be

less than one. The Managers may manage the company in accordance with regulations passed by the members of the Company as the members may desire.

#### ARTICLE VIII

##### INITIAL MANAGERS

The name and post office address of the members of the first Board of Managers, if any, shall be determined by vote of the membership.

Enrique Cusco	5201 Blue Lagoon Drive, Suite 650, Miami, FL 33126
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#### ARTICLE IX

##### ORIGINAL MEMBERS

The name and post office address of the original members of these Articles of Organization, the original percentage of ownership that they agree to take and the value of the consideration, payable in cash and notes as agreed between the members, therefore is:

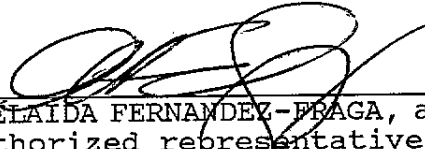
<u>Name</u>	<u>Address</u>	<u>Ownership %</u>	<u>Consideration</u>
Enrique Cusco	5201 Blue Lagoon Drive, 650, Miami, FL 33126	99%	\$9,900.00
I.V.C Television, Inc.	same	1%	\$ 100.00

#### ARTICLE X

##### AMENDMENT

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a majority in interest of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these articles of Organization be made.

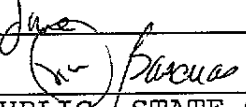
WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this 23<sup>rd</sup> day of June, 1998.

  
ADELAIDA FERNANDEZ-FRAGA, as the  
authorized representative of  
I.V.C. Television, Inc. and  
Enrique Cusco

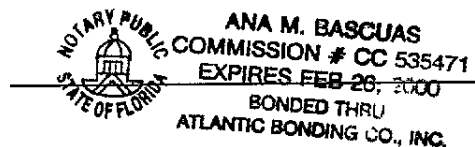
STATE OF FLORIDA            )  
                                  )   SS:  
COUNTY OF MIAMI-DADE    )

PERSONALLY appeared before me, Adelaida Fernandez-Fraga, as the authorized representative of I.V.C. Television, Inc. and Enrique Cusco who produced \_\_\_\_\_  
\_ identification or if blank is personally known to me to be one of the original members to the foregoing Articles of OLE COMMUNICATIONS GROUP (US), L.C., who being by me first duly sworn, acknowledges that she signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 23<sup>rd</sup> day of June, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE


My commission expires



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

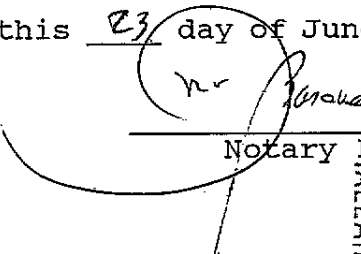
The undersigned member or authorized representative of a member of OLE COMMUNICATIONS GROUP (US), L.C., deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is \$1,000.00.
3. there is no property other than cash to be contributed by a member(s).
4. the total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amount from 2 and 3 above

  
\_\_\_\_\_  
Adelaida Fernandez-Fraga  
as an authorized representative  
of I.V.C. Television, Inc. and  
Enrique Cusco.

(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.)

SWORN TO AND SUBSCRIBED before me this 23 day of June, 1998.

  
\_\_\_\_\_  
Notary Public

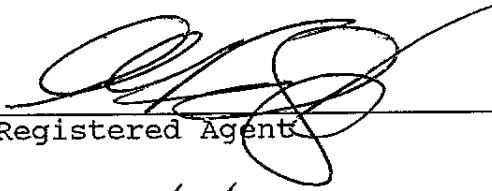
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the  
following is submitted:

FIRST: That Ole Communications Group (US), L.C.,  
desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at the County of  
Dade, State of Florida, has named Arazoza, Comas, de Torres &  
Fernandez-Fraga, P.A., as its Agent to accept service of  
process within Florida.

Having been named to accept service of process for the  
above stated Limited Liability Company, at the place  
designated in this certificate, I hereby agree to act in this  
capacity, and I further agree to comply with the provisions of  
all statutes relative to the proper and complete performance  
of my duties.

  
\_\_\_\_\_  
Registered Agent

Date 6/23/98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That OLE COMMUNICATIONS GROUP (US), L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres & Fernandez-Fraga, P.A. as its Registered Agent, to accept services within the State. The registered office of the Limited Liability Company shall be at 101 Madeira Ave., Coral Gables, Fl 33134.

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