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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

CARMA/MEDIAINDEXES.COM, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
CARMA/MEDIAINDEXES.COM, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is Carma/MediaIndexes.com, LLC (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of engaging in all lawful activities and do all other things which may be necessary or desirable in connection with the foregoing. The mailing address and the street address of the Company's initial principal office is 4854 SW 72nd Avenue, Miami, Florida 33155.

THIS INSTRUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 0710430

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Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131 and the registered agent at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Participation Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate. The amount of capital which the initial Members have committed as their initial capital contribution is One Thousand and No/100 Dollars (\$1,000.00). Additional capital contributions may be received and additional participation certificates issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

(b) No Member of this Company may transfer, sell or assign his or her Membership Interest in the Company to any other person except as provided for in the Company's Regulations and Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members with the consent of all of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of the Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

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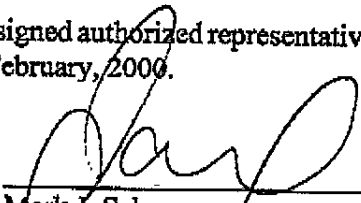
Article VIII
Management

This company shall be managed by a board of managers elected by the Members in accordance with the Regulations and Operating Agreement of the Company. Except as otherwise provided in the Regulations and Operating Agreement, the board of managers shall have full authority to conduct the business of the Company.

Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles the 21ST day of February, 2000.



Mark J. Scheer
Authorized Representative

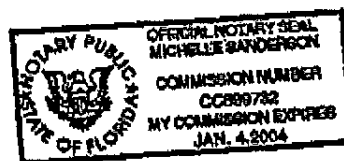
STATE OF FLORIDA)
) ss.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21st day of February, 2000 by Mark J. Scheer, who is personally known to me.



Notary Public

Print Name: MICHELLE SANDERSON
My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

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.

VALDES-FAULI CORPORATE SERVICES, INC.

By: 
Mark J. Scheer, Vice President

Dated: February 21, 2000

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