

10/06/00 14:37 FAX 561 842 3626

WARD, DAMON, BEVERLY TITLE

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Division of Corporations

Florida Department of State  
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Account Number : 072262000447  
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LIMITED LIABILITY COMPANY

Sonus Digital, LLC

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**ARTICLES OF ORGANIZATION**  
**OF**  
**SONUS DIGITAL, LLC**

**THE UNDERSIGNED**, certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I - NAME**

The name of the limited liability company shall be **SONUS DIGITAL, LLC** (The "Company").

**ARTICLE II - DURATION**

The duration of the Company shall be perpetual unless dissolved in accordance with the regulations set forth in the Operating Agreement of the Company or Florida law.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address and street address of the Company shall be 1050A Summit Trail Circle, West Palm Beach, Florida 33415

**ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 4420 Beacon Circle, West Palm Beach, Florida 33407 and the name of its initial registered agent at that address is Roger C. Stanton.

**ARTICLE IV - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the state of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the state of Florida.

**ARTICLE V - MANAGEMENT**

The Company shall be managed by a manager or managers. The name and address of the person who shall serve as manager until the first annual meeting of members or until his successor(s) is elected and qualifies is as follows:

Rex W. Smith  
1050A Summit Trail Circle  
West Palm Beach, Florida 33415

Roger C. Stanton, Esq.  
Ward, Damon, Beverly, Title & Posner  
4420 Beacon Circle, Suite 100  
West Palm Beach, FL 33407  
(561) 842-3000

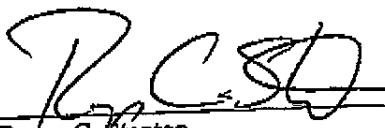
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STATE

**ARTICLE VI - MEMBERS**

Members shall have the right to admit new members in accordance with the terms and conditions of the regulations set forth in the Operating Agreement of the Company. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

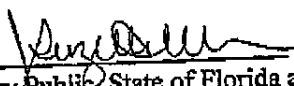
On the death, retirement, resignation, expulsion, bankruptcy, dissolution or removal of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business without any further action on the part of the remaining members.

DATED this 6th day of October, 2000.

  
Roger C. Stanton  
Authorized Representative

**STATE OF FLORIDA / COUNTY OF PALM BEACH**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Roger C. Stanton, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 6<sup>th</sup> day of October, 2000.

Sign:   
Notary Public, State of Florida at Large  
My Commission Expires:



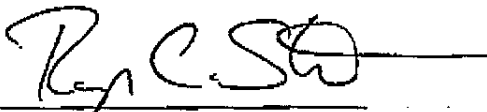
J. Suzette Wells  
MY COMMISSION # CC775608 EXPIRES  
November 5, 2002  
BONDED THRU TROY PAUL INSURANCE, INC.

Roger C. Stanton, Esq.  
Ward, Damon, Beverly, Tittle & Posner  
4420 Beacon Circle, Suite 100  
West Palm Beach, FL 33407  
(561) 842-3000

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF ORGANIZATION**

Having been named to accept service of process for **SONUS DIGITAL, LLC**, at the initial registered office of the Company in this State designated in its Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Section 608.4155 Florida Statutes.

Date: October 6, 2000

  
\_\_\_\_\_  
Roger C. Stanton

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