

LO1000000157

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December 28, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Filing of Articles of Incorporation
Bluewater Media, L.C.

200003517172--5
-12/29/00--01054--009
****125.00 ****125.00

Dear Sir/Madam:

I represent the incorporator of the proposed Corporation.

Please find enclosed an original and one (1) copy of the Articles of Incorporation; the original of the Certificate of Designation of Registered Agent; and a check in the amount of \$125.00 (filing fee for Articles and Designation). The proposed name of the Corporation is indicated above.

Thank you for your cooperation and assistance in this regard.

If you should have any questions or need further information, please do not hesitate to contact my office.

Sincerely yours,

Garth R. Goodman

Garth R. Goodman, Esq.

FILED
DEC 29 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

cc: File

Encls.

LO1-157
QR

**ARTICLES OF ORGANIZATION
OF
BLUEWATER MEDIA, L.C.**

The undersigned, acting as the incorporators, and as natural persons competent to contract, adopt the following Articles of Organization under the laws of the State of Florida:

**ARTICLE I
Name**

The name of the Limited Liability Company shall be:

BLUEWATER MEDIA, L.C.

**ARTICLE II
Mailing Address and Street Address**

The principal place of business and the mailing address of this Limited Liability Company shall be:

1300 North Boulevard
Tampa, FL 36607

**ARTICLE III
Duration**

The Limited Liability Company shall have a perpetual existence.

**ARTICLES IV
Management**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

One Feather Productions, Inc.
2045 Third Avenue North
St. Petersburg, FL 33713

David Crump
476 Belmist Court
Dunedin, FL 34698

The power to adopt, alter, amend, or repeal the Regulations of the Limited Company shall be vested in the managing members. The Regulations may contain any provisions for the regulation and management of the affairs of the Limited Liability Company not inconsistent with law or these said Articles of Organization.

FILED
NOV 29 PM 5:00
CLERK OF DISTRICT COURT
JANUARY 1, 1994

Admission of Additional Members

The remaining members may admit additional members and the terms and conditions of the Admissions shall be: All managing members must consent to the admission of each prospective member in writing. Prior to admission, the contribution of the prospective member must be set forth in writing and pursuant to Section 608.4211, Florida Statutes. If admitted, the additional member(s) is (are) not vested with any management authority. The Limited Liability Company's Regulations shall set forth the authority, rights and obligations of each member pursuant to Chapter 608, Florida Statutes.

Members Rights to Continue Business

The Limited Liability Company shall be dissolved if fewer than two (2) members remain.

If there are more than two (2) remaining members, the Limited Liability Company may continue the business on 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, if all of the remaining members consent in writing.

Initial Registered Agent

The initial registered agent's name and address is:

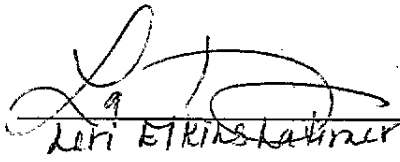
Lori Latimer
2045 Third Avenue North
St. Petersburg, FL 33713

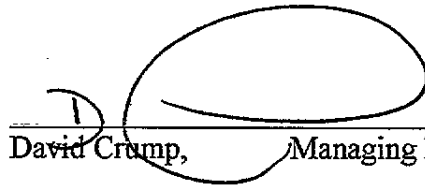
Effective Date

The effective date of the Limited Liability Company is the date of filing of these said Articles with the Department of State.

FILED
ON DEC 29 PM 5:00
STOCKHOLM
1 JAN 1 1968

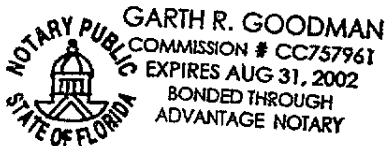
IN WITNESS WHEREOF, the undersigned authorized members of Bluewater Media, L.C., have executed these Articles of Organization this 28 day of December, 2000.

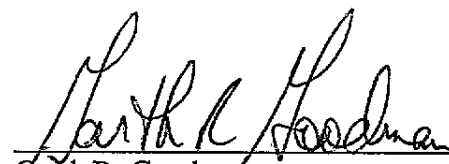

Lori Etkins Latimer
: on behalf of One Feather Productions, Inc.,
Managing Member


David Crump, Managing Member

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were executed this 28th day of December, 2000, before the undersigned authority by **Lori Latimer**, for One Feather Productions, Inc., who is personally known to me ~~or who produced~~ _____ (identification) and who did not take an oath; and **David Crump**, who is personally known to me ~~or who produced~~ Florida Driver's License No. C6425216 (identification), and who did not take an oath.




Garth R. Goodman
Notary Public - State of Florida
My Commission expires: 08/31/02

FILED
NOV 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

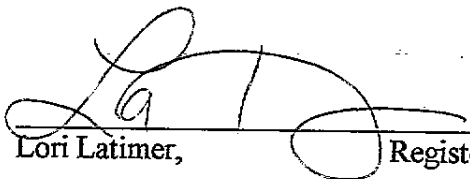
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Limited Liability Company is: Bluewater Media, L.C.
2. The name and address of the registered agent and office is:

Lori Latimer
2045 Third Avenue North
St. Petersburg, FL 33713

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 of 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.


Lori Latimer, Registered Agent

12-28-00
Date

FILED
NO DEC 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399