

CAPITAL CONNECTION, INC.

• 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L01000000489

Production Values
Media, LLC

600003600916--9
-01/30/01--01004--017
*****125.00 *****125.00

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

01 JAN 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

01 JAN 30 AM 10:12
RECEIVED
DIVISION OF CORPORATION
JB
1-30-01

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
PRODUCTION VALUES MEDIA, LLC
(Organized Under the Florida Limited Liability Company Act)**

The undersigned Authorized Representative of the Limited Liability Company subscribes to these Articles of Organization to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company shall be Production Values Media, LLC.

ARTICLE II

The Limited Liability Company's initial mailing address and the street address of its initial principal office are:

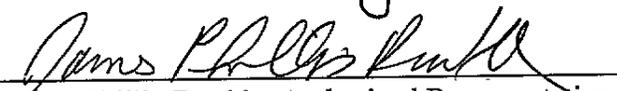
c/o James Phillip Dunkle
2604 East Jefferson Street
Orlando, Florida 32803

ARTICLE III

The street address of the initial registered office of this Limited Liability Company and the name of its registered agent at such address are as follows:

Registered Agent: Timothy E. DePalma, Esquire
Registered Office: 220 North Palmetto Avenue
Suite #220
Orlando, Florida 32801

WITNESS my hand and seal this 20th day of JANUARY, 2001.


James Phillip Dunkle, Authorized Representative
Production Values Media, LLC

01 JAN 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

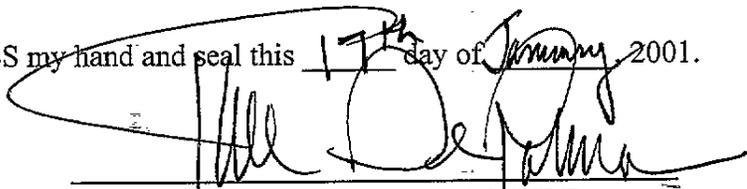
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Production Values Media, LLC.
2. The name and the Florida street address of the registered agent are:

Registered Agent: Timothy E. DePalma, Esquire
Registered Office: 220 North Palmetto Avenue
Suite #220
Orlando, Florida 32801

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 AS 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.

WITNESS my hand and seal this 17th day of January, 2001.


TIMOTHY E. DEPALMA, ESQUIRE

01 JAN 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED