

LD1000005912

Memorandum

To: Florida State Division of Corporations
CC: file
From: Victor G. Soto
Date: 3/27/2001
Re: Articles of Organization for 2Di4 Media, L.L.C.

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-04/13/01--01017--003
****160.00 ****160.00

MJH

To Department of State;

Please find the enclosed Articles of Organization for, 2Di4 Media, L.L.C. along with a payment of \$160.00 in a form of a check, payment enclosed for:

1. \$100.00 Filing fee for Articles of Organization
2. \$25.00 Designation of Registered Agent
3. \$30.00 Certified Copy
4. \$5.00 Certificate Status

Please mail our copies to:

Victor G. Soto
2Di4 Media, L.L.C.
3936 S. Semoran Blvd. PMB#332
Orlando, FL 32822

Sincerely,

V. Soto

FILED
01 APR 12 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
2Di4 Media, L.L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract hereby forms a Limited Liability Company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company shall be:

2Di4 Media, L.L.C.

ARTICLE II. TERM OF EXISTENCE

This Limited Liability Company shall exist perpetually.

ARTICLE III. PRINCIPLE OFFICE

The mailing address and street address of the principle office of the Limited Liability Company shall be: 3936 S. Semoran Blvd PMB#332 Orlando, Florida 32822.

ARTICLE IV. REGISTERED AGENT

The name of the registered agent for the Limited Liability Company is Victor G. Soto. The registered office address is 3936 S. Semoran Blvd PMB#332 Orlando, Florida 32822

ARTICLE V. NATURE OF BUSINESS

This Limited Liability Company may engage in or transact in any legal activities permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

ARTICLE VI. MANAGEMENT

The managing members shall manage the Limited Liability Company. The name and address of the initial managing member is:

Victor G. Soto
3936 S. Semoran Blvd PMB#332
Orlando, Florida 32822

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ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Additional member(s) may be admitted to the Limited Liability Company upon an affirmative vote of (80%) percent of the existing members of the Limited Liability Company. Each existing member is entitled to one vote.

ARTICLE VIII. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, 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, the remaining member(s) shall have the right to continue the business of the Limited Liability Company. Within sixty (60) days of termination of membership of a member, a final distribution of the earnings and profits, appreciation, and the capital account attributable to the departing member shall be made to the Departing member pursuant to the terms and conditions of the Regulations.

ARTICLE IX. LIMITATION OF LIABILITY

Each member, manager, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in the office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of him being or having been a manager, member or officer of the Limited Liability Company or any subsidiary of the Limited Liability Company, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of the indemnification shall be inclusive of any other rights to which any member, manager or officer may be entitled as a matter of law.

ARTICLE X. SELF DEALING

No contract or any other transaction between the Limited Liability Company and any other entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members or managers of the Limited Liability Company is or are interested in a contract or transaction, or are members, managers, partners, directors, or officers of any other entity. Any members, managers, or officers, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or entity, and each and every person who may become a member, manager or officer of the Limited Liability Company is

hereby relieved from any liability that might otherwise exist from his contracting with the Limited Liability Company for the benefit of himself or any firm, association, corporation, or other entity in which he may be in anyway interested. Any member, manager, or officer of the Limited Liability Company without regard to the fact that he is also a member, manager, or officer of such entity.

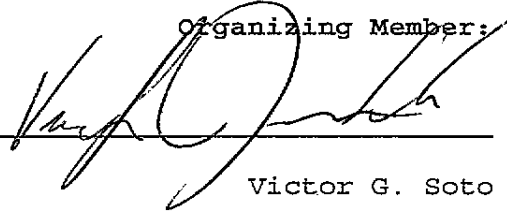
ARTICLE XI. OFFICERS

The officers of the Limited Liability Company shall be as follows:

Victor G. Soto, President
Victor G. Soto, Vice President
Victor G. Soto, Treasurer
Victor G. Soto, Secretary

IN WITNESS WHERE OF, the undersigning has hereunto set his hand and seal on this 27th day of March 2001.

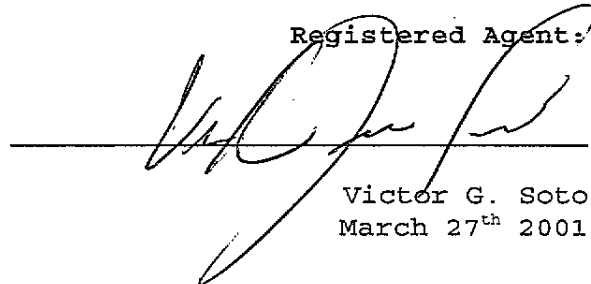
Organizing Member:



Victor G. Soto

Having been named as registered agent and to accept service of process for 2Di4 Media, L.L.C. at the place designated in Article IV, 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 duties and responsibilities as registered.

Registered Agent:



Victor G. Soto
March 27th 2001