



L010000013450

ACCOUNT NO. : 072100000032

REFERENCE : 416840 7229347

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : August 13, 2001

ORDER TIME : 10:39 AM

ORDER NO. : 416840-005

500004530005--5

CUSTOMER NO: 7229347

CUSTOMER: Ms. Anna Krimshtein
Kilpatrick Stockton LLP

Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: PALM BEACH AD GROUP, LLC

FILE FIRST

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

JB
8-B-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

RECEIVED
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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

PALM BEACH AD GROUP, LLC

a Florida limited liability company

1. The name of this limited liability company is **PALM BEACH AD GROUP, LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

5891 S. Military Trail, Suite 5-A
Lake Worth, Florida 33463

4. The name and address of the registered agent of the Company is:

Harvey E. Smith
5891 S. Military Trail, Suite 5-A
Lake Worth, Florida 33463

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

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7. The Company is to be managed by one or more managers. The name and address of the initial manager is as follows:

Harvey E. Smith
5891 S. Military Trail, Suite 5-A
Lake Worth, Florida 33463

8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of Palm Beach Ad Group, LLC, has executed these Articles of Organization this 10th day of August, 2001.

MEMBER:

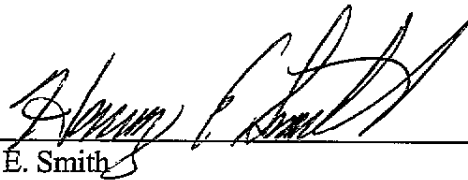

Harvey E. Smith

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Palm Beach Ad Group, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.



Harvey E. Smith

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