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August 4, 2001

Florida Department of State
Division of Corporations, Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Enclosed, please find Articles of Organization and payment for the following items:

Limited Liability Company Filing Fee	\$100.00
LLC Registered Agent Fee	\$ 25.00
Certified Copy of Record	\$ 30.00
Certificate of Status	\$ 5.00
Total Enclosed	\$160.00

Please send the Certified Copy of Record and Certificate Status to:

Mega Millenium, LLC
3389 Sheridan Street; #235
Hollywood, Florida 33021

Thank-you,

Robert Thomas

RT

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 2001

ROBERT THOMAS
MEGA MILLENIUM, LLC
3389 SHERIDAN STREET, #235
HOLLYWOOD, FL 33021

SUBJECT: MEGA MILLENIUM, LLC
Ref. Number: W01000018568

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We have received your document for MEGA MILLENIUM, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please refer to the attached copy of our blank form. Your articles must include the highlighted language associated with the registered agent's signature, and with the member's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 401A00046157

August 28, 2001

Florida Department of State
Division of Corporations
Mr. Lee Rivers, Document Specialist
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Letter Number 401A00046157
Reference Number W01000018568
Mega Millenium, LLC

Dear Mr. Lee,

Thank-you for sending us notice of necessary corrections for our LLC Articles of Organization.

Since our organizational date remains August 4, 2001, rather than re-draft the articles, we noted that Article III and the signature have been amended on the final page of the Articles (hand-written notation on original document, beside sections that needed correction).

While we believe this should satisfy the statutory requisites set forth in Chapter 608, F.S., please let us know if we need to present these changes in any other statutorily prescribed manner.

Thank-you, again, for your attention to this matter.



Robert Thomas, Organizer
Mega Millenium, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 29, 2001

ROBERT THOMAS
MEGA MILLENIUM, LLC
3389 SHERIDAN STREET, #235
HOLLYWOOD, FL 33021

SUBJECT: MEGA MILLENIUM, LLC
Ref. Number: W01000018568

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DIVISION OF CORPORATIONS
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We have received your document for MEGA MILLENIUM, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for correcting your articles. We apologize for failing to note in our previous letter that there is another correction to be made. Article VI states that the management will be by MEMBERS and names them, but Article VII states that management will be by MANAGERS and names them. The LLC will be managed by managers or managing members, but not by both. Again, we are sorry that we failed to note this when you first submitted the articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 501A00049299

Article VI has been removed

Thanks!



ARTICLES OF ORGANIZATION
of
Mega Millenium, LLC

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ARTICLE I


NAME: The name of this Limited Liability Company shall be Mega Millenium, LLC.

ARTICLE II

PRINCIPAL OFFICE and MAILING ADDRESS: The principal office and mailing address of this Limited Liability Company is: 3389 Sheridan Street; #235 in the City of Hollywood, County of Broward, State of Florida, 33021 and may transact its business and maintain offices for such purposes at such other places either within or without the State of Florida.

ARTICLE III

REGISTERED AGENT: The name and mailing address of the Registered Agent for this Limited Liability Company who agrees and on whom service of process, notice or demand that is required or permitted by law to be served on this Limited Liability Company is Robert Thomas c/o 3389 Sheridan Street, #235 Hollywood, Florida.


Robert Thomas, Registered Agent

ARTICLE IV

BUSINESS PURPOSE: This Limited Liability Company intends to engage in any lawful business, whether for profit or not, subject to any provision of law governing or regulating such business within this State.

ARTICLE V

NUMBER AND CLASSES OF MEMBERS: This Limited Liability Company is being formed with two (2) or more members, as provided under state laws, whose interest, participation and voting rights may be allocated between different classes of members, if any, as may be authorized under regulations duly adopted in an Operating Agreement.

Amended on final page

ARTICLE VI

MANAGEMENT: (BY MEMBERS) The management of the business affairs and property of this Limited Liability Company shall be reserved to the members, whose numbers shall not be less than two and who shall adopt an Operating Agreement containing all of the provisions deemed appropriate and consistent with laws that govern the conduct of its business affairs, its authorities, rights and powers, and the authorities, duties, rights and powers of its members, managers, officers, employees or agents.

The members may, by lawful consent, appoint one or more managers to manage the business affairs and property of the company and whose authorities, duties, rights and powers shall be authorized pursuant to a duly adopted Operating Agreement.

The names and addresses of the persons who will be the lawful members of this Limited Liability Company at the time of its formation are:

[REDACTED]

c/o 3389 Sheridan Street; #235

Hollywood, Florida 33021

[REDACTED]

c/o 3389 Sheridan Street; #235

Hollywood, Florida 33021

Name of Member

Address

City/State/Zip Code

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ARTICLE VII

MANAGEMENT: (BY MANAGERS) The management of the business affairs and property of this Limited Liability Company shall be vested in one or more managers who need not be members, but shall be appointed by a majority vote of the members, with full authority to actively manage the business affairs and property of this Limited Liability Company, subject to the rights, powers and duties authorized pursuant to the Operating Agreement duly adopted by the members.

The name(s) and address(es) of the person(s) who shall serve as manager(s) of this Limited Liability Company at the time of its formation and continually for such periods as hereafter fixed by the members or as provided in the duly adopted Operating Agreement, is(are):

Douglas L. Dearing

c/o 3389 Sheridan Street; #235
Hollywood, Florida 33021

Kerrie J. Dearing

c/o 3389 Sheridan Street; #235
Hollywood, Florida 33021

Name of Manager

Address

City/State/Zip Code

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ARTICLE VIII

DURATION PERIOD: The duration period of this Limited Liability Company shall be twenty (20) years unless sooner dissolved in a manner authorized by State Laws.

ARTICLE IX

CAPITALIZATION: This Limited Liability Company shall be initially capitalized with capital contributions made by its members who may contribute, or promise to contribute cash, property or services.

The value of the capital contributions of property or services is the fair market value of such property or services either at the time the property is lawfully transferred or the services rendered to this Limited Liability Company.

ARTICLE X

LIMITATION OF LIABILITY: The members, managers, employees, officers or agents of this Limited Liability Company are not liable, solely by reason of being a member, manager, employee, officer or agent of this Limited Liability Company for the debts, obligations and liabilities incurred by this Limited Liability Company whether arising in contract or tort, under a judgment decree or order of a court or otherwise.

ARTICLE XI

LAWFUL AGENTS: (a) If management of this Limited Liability Company is vested with the members, as may be provided herein under Article VI, each such member is a lawful agent of this Limited Liability Company for the purpose of carrying on its business in the usual way, unless any such member has, in fact, no authority to act for this Limited Liability Company as provided either under Paragraph (b) of this Article or the Operating Agreement; otherwise, the acts of each member, including the execution in the name of this Limited Liability Company of any document, instrument or business papers for carrying on in the usual way, the business of this Limited Liability Company, legally binds this Limited Liability Company in all business transactions.

(b) If management of this Limited Liability Company is vested in one or more managers, as may be provided herein under Article VII, a member is not an agent of this Limited Liability Company for the purpose of carrying on its business in the usual way, as each manager is the lawful agent of this Limited Liability Company and whose acts, including the execution in the name of this Limited Liability Company of any document, instrument or business papers for the purpose of carrying on its business in the usual way, legally binds this Limited Liability Company in every business transaction.

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ARTICLE XII

ASSIGNMENT OF MEMBERS INTEREST: (a) The interest of any member may be assigned in whole or in part to a third party or parties, provided, however, such assignment does not dissolve this Limited Liability Company; nor does it entitle the assignee to participate in the management of the business and affairs of this Limited Liability Company, unless assignee is duly admitted as a member upon the written unanimous consent of all members.

(b) If an interest in this Limited Liability Company is acquired directly from this Limited Liability Company upon the unanimous consent of all members, then such an additional member is entitled to all of the rights, privileges, immunities and restrictions accorded all members pursuant to these Articles Of Organization and/or the duly adopted Operating Agreement.

(c) When a member assigns all or part of his or her interest in this Limited Liability Company to a third party or parties, such member is not released from his or her liability to the Limited Liability Company, unless or until the written unanimous consent of all members is given, whether or not assignee has been accepted as a lawful member of this Limited Liability Company.

ARTICLE XIII

INDEMNIFICATION: This Limited Liability Company shall indemnify every manager, employee, officer, agent or any other persons performing the usual business of this Limited Liability Company, or his or her heirs, executors and administrators, against expenses reasonably incurred by him or her in connection with any action, suit or proceeding holding such person to be liable for negligence or misconduct.

In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which this Limited Liability Company is advised by counsel that the person to be indemnified did not commit such breach of duty; however, this right of indemnification shall not be exclusive of other rights to which he or she may be entitled. And as used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such manager or member, and the amounts paid in settlement thereof, provided, however, such payments shall have been approved by all the members of this Limited Liability Company.

ARTICLE XIV

ACTION BY CONSENT: Any action taken by the members or managers, whichever is vested with the management of the business and affairs of this Limited Liability Company, which significantly effects either the capital or liability of this Limited Liability Company shall be first duly authorized by the written unanimous consent of all of the managers or members, whichever applicable.

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ARTICLE XV

OPERATING AGREEMENT: If there be two or more members, the members shall by unanimous consent, adopt an Operating Agreement at their Organizational Meeting that will direct the management, regulation and government of the business affairs and property of this Limited Liability Company. Said Operating Agreement may be amended from time to time by a majority vote of the members or managers, whichever is vested with the management of this Limited Liability Company.

ARTICLE XVI

FISCAL YEAR: The fiscal year of this Limited Liability Company shall be that period fixed either by the members having an aggregate interest in the profits and capital of this Limited Liability Company in excess of 50% or upon a showing of a valid business purpose for such fiscal year, if not the calendar year. The fiscal year shall therefore be December 31st of each year.

IN WITNESS WHEREOF, I have set my hand this 4th day of August, 2001.


WTCL Broadcasting, Ltd., Organizer
by Robert Thomas, G.M.

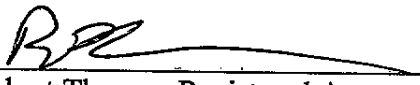
c/o 3389 Sheridan Street; #235
Hollywood, Florida 33021

*Amended on
Final page*


ARTICLE III

REGISTERED AGENT: The name and mailing address of the Registered Agent for this Limited Liability Company who agrees and on whom service of process, notice or demand that is required or permitted by law to be served on this Limited Liability Company is Robert Thomas c/o 3389 Sheridan Street; #235 Hollywood, Florida 33021.

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 as provided for in Chapter 608, F.S..


Robert Thomas, Registered Agent

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalty of perjury that the facts stated herein are true)


Robert Thomas, Organizer

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