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C010000019601

October 3, 2001

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32414

11/8
11/1/01
RE: Corporate Registration for TMG Partnership, LLC

To whom it may concern:

MJH

FILED
01 NOV -8 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

You have received our check in the amount of \$155.00 to cover the following services connected with the registration of TMG Partnership, LLC as a Limited Liability Company with your office:

Filing fees	\$100.00
Certified copy	30.00
Registered agent designation	<u>25.00</u>
	<u>\$155.00</u>

If you have any questions concerning this matter please contact the undersigned. Thank you for your prompt attention to this matter.

Sincerely,



Kenneth Taht
President, TMG Partnership, LLC
6355 Metrowest Blvd., Suite 290
Orlando, FL 32811

Sec. of state

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-11/08/01--01062--002
***155.00 ***155.00

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:
TMG Partnership, LLC

ARTICLE II – Address:

The mailing address of the principal office of the Limited Liability Company is:
**6355 Metrowest Blvd., Suite 290
Orlando, FL 32811**

ARTICLE III – Registered Agent, Registered Office & Registered Agent's Signature:

The name and Florida street address of the registered agent is:

**Kenneth Taht
6355 Metrowest Blvd., Suit 290
Orlando, FL 32835**

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.


Kenneth Taht

Date

ARTICLE IV – Management:

The Limited Liability Company is to be managed by the following member whose name and address is as follows:

**Convergence Entertainment, LLC
6355 Metrowest Blvd., Suite 290
Orlando, FL 32835**

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TALLAHASSEE, FLORIDA

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ARTICLE V – Admission of Additional Members:

The right of members to admit additional members and the terms and conditions of the admission shall be at the sole discretion of the founding members.

ARTICLE VI – Members Rights to Continue Business:

The right of the remaining member, if any, of the Limited Liability Company to continue the business on the death, retirement, resignation, bankruptcy, incapacity or dissolution by the founding members or the occurrence of any other event which terminates the continued membership of the founding members in the Limited Liability Company shall be to timely liquidate the assets of the Limited Liability Company and distribute them to the members.

ARTICLE VII – Effective Date:

TMG Partnership, LLC shall begin operations as of November 1, 2001.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACT STATED HEREIN ARE TRUE.



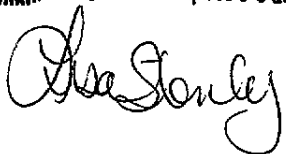
KENNETH TAHT, PRESIDENT

DATE

NOTARY:



OFFICIAL SEAL
Lisa Stanley
CC# 869428
My Comm. Expires 9-6-2003



10/17/01