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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
AMBIENT ENTERTAINMENT GROUP, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
AMBIENT ENTERTAINMENT GROUP, L.L.C.**

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TALLAHASSEE, FLORIDA
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**ARTICLE I
NAME OF COMPANY**

The name of this limited liability company is Ambient Entertainment Group, L.L.C. (the "Company"),

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 5500 Military Trail, Suite 22-369, Jupiter, FL 33458.

**ARTICLE III
INITIAL REGISTERED AGENT**

The name and address of the Company's initial Registered Agent is:

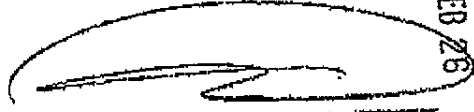
Mark A. Coel, Esq.
2700 S. Commerce Parkway
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Weston, FL 33331

This document prepared by:
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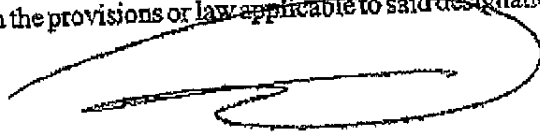
The undersigned, the authorized representative of a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated above are true and correct.



Mark A. Coel, Esq.

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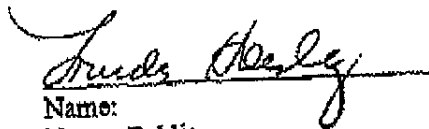
The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions or law applicable to said designation.



Mark A. Coel, Esq.

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 25th day of February 2002, by Mark A. Coel, Esq., to me personally known.



Name:
Notary Public
My Commission Expires:

OFFICIAL NOTARY SEAL
LOURDES HORSLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC83293
MY COMMISSION EXP. MAY 5, 2003