

Division of Corporations

Page 2 of 3

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY**EMAGINE MEDIA, LLC**

Certificate of Status	0
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Page Count	03
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FLORIDA DEPARTMENT OF STATE
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Secretary of State

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TALLAHASSEE, FLORIDA

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March 5, 2002

ADORNO & ZEDER, P.A.

SUBJECT: EMAGINE MEDIA, LLC
REF: W02000006165

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must correct the title of your document to read "Articles of Organization". This is not a Corporation.

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H02000048820 3

**ARTICLES OF ORGANIZATION
OF
EMAGINE MEDIA, LLC**

Under the Florida Limited Partnership Act

ARTICLE I

NAME

The name of the Limited Liability Company is Emagine Media, LLC (the "LLC").

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the LLC is 129 N.W. 13th Street, Building D-31, Boca Raton FL 33432.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the LLC's initial Registered Agent in Florida is Lawrence M. Schantz, Esq., Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE IV

MANAGEMENT

The LLC is to be managed by one manager or more managers and is therefore a manager-managed company.

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ARTICLE V


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LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the LLC shall be an agent of the LLC solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the LLC solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on March 1, 2002.

By



Name: Andrew Gould

Title: Member

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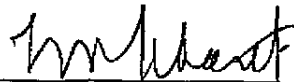
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for EMAGINE MEDIA, LLC at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Initial Registered Agent:

By:



LAWRENCE M. SCHANTZ

Dated: 3/4, 2002

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