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AUTHORIZATION :

Patricia Pizeto

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CUSTOMER NO: 7229347

CUSTOMER: Ms. Tina Rodriguez
Kilpatrick Stockton LLP

Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LINCOLN ROAD MAGAZINE LLC

EFFECTIVE DATE:

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XX ARTICLES OF ORGANIZATION

Name Availability PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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**ARTICLES OF ORGANIZATION
OF
LINCOLN ROAD MAGAZINE LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I

Name:

The name of this limited liability company is:

LINCOLN ROAD MAGAZINE LLC (the "Company")

ARTICLE II

Mailing Address and Street Address:

The Company's mailing address is:

First Union Financial Center -- Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

The Company's street address is:

First Union Financial Center -- Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

ARTICLE III

Duration:

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

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ARTICLE IV

Name and address of Registered Agent/Registered Office:

The name and address of the limited liability company's initial registered agent/registered office is:

George R. Harper, Esq.
First Union Financial Center – Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

ARTICLE V

Members:

The following will act as members of the Company:

Hernandez Media Group LLC,
a Florida limited liability company
- and -
The Road Media Group, Inc.,
a Florida corporation

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ARTICLE VI

Management of the Company:

Subject to the terms and conditions of the Operating Agreement, the Company is to be managed by Eduardo J. Guart, as President and Jennifer Bertha as Secretary/Treasurer/Vice President.

ARTICLE VII

Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all the members to the admission of the additional members and to the terms of admission.

ARTICLE VIII

Termination of Membership:

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE IX

Regulations:


The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company (the "Operating Agreement").

ARTICLE X

Date of Existence of the Company:

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 29th day of April, 2002.


KEVIN A. HERNANDEZ, not in his individual capacity, but solely as a Managing Member of Hernandez Media Group LLC, a Florida limited liability company

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

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

LINCOLN ROAD MAGAZINE LLC

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

**George R. Harper, Esq.
First Union Financial Center - Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131**

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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.

By:


GEORGE R. HARPER

DATED: this 30th day of April, 2002

MLALIB01-15997.1

LOCATION: