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**Florida Department of State**

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**((H02000151650 7)))**

*FL LLC*

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**To:**  
Division of Corporations  
Fax Number : (850)205-0383

*W02-17245*

**From:**  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

**RECEIVED**  
02 JUN 13 PM 2:05  
DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**USA SHOPPING NETWORK, LLC.**

**FILED**  
02 JUN 13 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Certificate of Status	0
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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

June 13, 2002

FAS-T CORP. AGENTS, INC.

SUBJECT: USA SHOPPING NETWORK, LLC  
REF: W02000017245

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.

The document must contain both the street address of the principal office and the mailing address of the entity.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6967.

Michelle Hodges  
Document Specialist

FAX Aud. #: H02000151650  
Letter Number: 502A00038743

**ARTICLES OF ORGANIZATION**  
**FOR**  
**USA SHOPPING NETWORK, LLC.**

**ARTICLE I**

The name of the company is USA SHOPPING NETWORK, LLC. The initial mailing & Principal address of the company is: 821 North 21 Avenue, Hollywood, Florida 33020.

**ARTICLE II**

The duration of the company shall be perpetual. The date and time of the commencement of the existence of the company shall be upon filing these Articles of Organization with the Secretary of State of Florida.

**ARTICLE III**

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the company are to engage in any lawful act, activity or business for which limited liability companies may be organized under the laws of the United States of America and of the State of Florida. Additionally, this company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV**

The name and address of the initial member-manager(s) of the company is:

Arnold Goldner  
821 North 21<sup>st</sup> Avenue  
Hollywood, FL 33020

Initially, the number of member-managers shall be one (1). The number of member-managers may be increased or diminished from time to time by Rules and Regulations adopted by the members, but shall never be less than such number as required by the laws of the State of Florida.

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**ARTICLE V**

The street address of the initial registered office of the company is: 821 North 21st Avenue Hollywood, FL 33020. The name of the company's initial registered agent at said address is Arnold Goldner.

**ARTICLE VI**

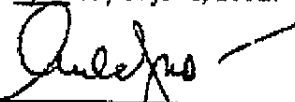
No contract or other transaction between this company and one or more of its members and/or managers or any other company, firm, association or entity in which one or more of its members and/or managers are members, managers, directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, if:

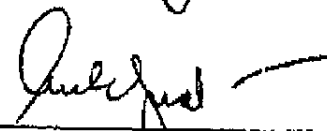
- a. The fact of such relationship or interest is disclosed or known to the members and/or managers of the company; or
- b. The contract or transaction is fair and reasonable as the company at the time it is authorized by the company.

**ARTICLE VII**

These Articles of Organization may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed at Broward County, Florida this 10 day of June, 2002.

  
\_\_\_\_\_  
Arnold Goldner, Member-Manager

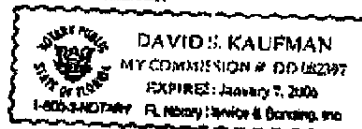
  
\_\_\_\_\_  
Arnold Goldner, Resident Agent

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD    )

The foregoing Articles of Organization were sworn and subscribed before me by Arnold Goldner, Member-Manager and Resident Agent, based upon personal knowledge or photo identification, this 10 day of June, 2002.

My Commission Expires:

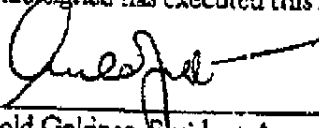
Notary Public  
Printed name:



### ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for USA SHOPPING NETWORK, LLC., a limited liability company to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 7 day of June, 2002.

  
Arnold Goldner, Resident Agent