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(3)

August 6, 2002

FL LLC s/g

cc

Florida Department of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

MJH

800007021858--3
-08/09/02--01071--005
****155.00 ****155.00

Re: Articles of Organization
Fox Audio-Video, LLC

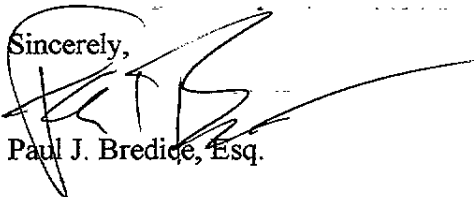
Dear Sir/Madam:

Enclosed please find the following documents submitted for filing:

1. Articles of Organization for Fox Audio-Video, LLC, a Florida Limited Liability Company;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Check in the amount of \$155.00 for Filing Fee (\$100.00), Designation of Registered Agent (\$25.00), and Certified Copy (\$30.00).

Please file the above documents and return the Certified Copy and Letter of Acknowledgment to my office listed above. If you have any questions or concerns feel free to call me. Thank you for your prompt attention to this matter.

Sincerely,


Paul J. Bredice, Esq.

PJB:bb
cc:PJD
encls:AoO;CRA
ck#

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

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

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – Name:

The name of the Limited Liability Company shall be:

Fox Audio-Video, LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address:

**6599 SE South Marina Way
Stuart, Florida 34996**

Street Address:

**2160 SE Ocean Blvd
Stuart, Florida 34996**

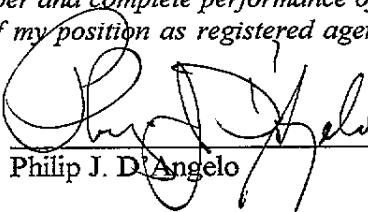
**ARTICLE III – Registered Agent, Registered Office,
& Registered Agent's Signature:**

Registered Agent's Name: **Philip J. D'Angelo**

Registered Office: **6599 SE South Marina Way
Stuart, Florida 34996**

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature:


Philip J. D'Angelo

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TALLAHASSEE FLORIDA


ARTICLE IV – Management:
(check appropriate line and complete statement)

_____ The Limited Liability Company is to be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name(s) and address(es) of such initial manager(s) who is/are to serve as manager(s) is/are:

✓
_____ The Limited Liability Company is to be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name(s) and address(es) of such initial member(s) of the company is/are:

Signature of a member or authorized representative of a member. (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).

Member's Signature:


Philip J. D'Angelo
6599 SE South Marina Way
Stuart, Florida 34996