ESC LO2000021005

ACCOUNT NO. : 072100000032 REFERENCE: 707317 COST LIMIT: \$ 125 ORDER DATE: August 15, 2002 ORDER TIME : 9:35 AM ORDER NO. : 707317-010 CUSTOMER NO: 4803460 000007163570--0 CUSTOMER: Evelyn Verdon, Legal Asst Lowenstein Sandler Pc 65 Livingston Avenue Roseland, NJ 07068-1791 DOMESTIC FILING NAME: VISIONARY MEDIA LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

OS VNC 16 AM 10:32

ARTICLES OF ORGANIZATION

OF

VISIONARY MEDIA LLC

(Pursuant to the Florida Limited Liability Company Act)



The undersigned, in order to form a limited liability company pursuant to the Florida Limited Liability Company Act, does hereby certify as follows:

- 1. The name of the company is Visionary Media LLC (the "Company").
- 2. The mailing address and the street address of the principal office of the Company is 777 Yamato Road, Suite 300, Boca Raton, Florida 33431.
- 3. The name and the Florida street address of the registered agent of the Company is Corporation Service Company, 1201 Harp Street, Tallahassee, Florida 32301.

Having been named as registered agent and to accept service of process on behalf of the Company at the place designated in these Articles of Organization, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with all of the 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 for in Chapter 608. F.S.

Corporation Service Company

By: (flygblith (h. Monilly ne

4. The Company is to be a manager-managed organization.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation

on the 13th day of August, 2002.

Nicholas San Filippo IV, Authorized Person