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Division of Corporations

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02 AUG 21 AM 8:14

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LIMITED LIABILITY COMPANY
CREATIVE ADVERTIZING GROUP, LLC

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**ARTICLES OF ORGANIZATION
OF
CREATIVE ADVERTIZING GROUP, LLC.**

We, the undersigned as organizers of a Florida Limited Liability company under the Florida Limited Liability company Act (Florida Statutes Chapter 608), adopt the following Articles of Organization for such limited liability limited liability company:

ARTICLE I - NAME

The name of this limited liability company is CREATIVE ADVERTIZING GROUP, LLC

ARTICLE II - DURATION

The Limited liability company shall exist from the date of filing these Articles with the Department of State until the earlier of the expiration of thirty (30) years from the date of filing hereof, or the occurrence of any of the events specified in Florida statutes Section 608.441, unless continued by the unanimous consent of all of the members.

ARTICLE III - PRINCIPAL OFFICE

The address of the Limited liability company's principal office is 701 Brickell Avenue, Suite 2550, Miami, Florida 33131. The Limited liability company's mailing address is 701 Brickell Avenue, Suite 2550, Miami, Florida 33131.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Limited liability company is FREDERIC M. BARTHE. The street address of the initial registered agent of the limited liability company is 2455 E. Sunrise Boulevard, Suite 608, Fort Lauderdale, FL 33304.

ARTICLE V - MEMBERS

This limited liability company has two (2) members whose names and addresses are:

CREATIVE ADVERTIZING GROUP, INC.
701 Brickell Avenue, Suite 2550
Miami, Florida 33131

SOUTHSHORE VENTURES LIMITED
C/O Frederic Barthe, PA.
2455 E. Sunrise Boulevard, Suite 608
Fort Lauderdale, Florida 33304

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Additional members to the Limited liability company may be admitted, but only if all the current members (including any additional members other than the original members) unanimously agree to the admission of the additional members and to the terms of admission.

If a member of the Limited liability 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 Limited liability company, the remaining members may, by unanimous written agreement, continue the business of the Limited liability company.

ARTICLE VI - MANAGEMENT

The management of the Limited liability company is reserved to the members of the company. The managing member shall be elected by a majority vote of the members proportion to their contribution to the capital of the limited liability company. the power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the managing member is:

CREATIVE ADVERTIZING GROUP, INC.
701 Brickell Avenue, Suite 2550, Miami, Florida 33131.

ARTICLE VII - DATE OF EXISTENCE

The existence of the Limited liability company shall commence on the date of filing the Articles of organization by the Florida Department of State.

IN WITNESS WHEREOF, The undersigned representative of a member has executed these Articles of Organization effective as of August 20, 2002

CREATIVE ADVERTIZING GROUP, INC., Member

By:



Frederic Barthe, Authorized representative

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
UPON WHOM AND WHERE PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

CREATIVE ADVERTIZING GROUP, LLC. Desiring to organize or qualify under the laws of the State of Florida, has named the following agent for the limited purpose to accept service of process within Florida:

FREDERIC M. BARTHE,
2455 E. Sunrise Boulevard, Suite 608,
Fort Lauderdale, Florida 33304.



FREDERIC M. BARTHE
Authorized representative of:
CREATIVE ADVERTIZING GROUP, INC.

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Having been named as registered agent and to accept service of process for the above stated limited liability 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.

This 20th day of August 2002



FREDERIC M. BARTHE

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