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LIMITED LIABILITY COMPANY

haitian television network of america, llc

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Certificate of Status	0
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HAITIAN TELEVISION NETWORK OF AMERICA, LLC

ARTICLES OF ORGANIZATION

(6) The undersigned, being a duly authorized member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **HAITIAN TELEVISION NETWORK OF AMERICA, LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

9700 South Dixie Highway, Suite 1030
Miami, Florida 33156

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the unanimous written agreement of all Members.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Myron M. Samole
Samole & Venger, P.A.
9700 S. Dixie Highway
Suite 1030
Miami, FL 33156
Fla Bar No. 323527

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ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 9700 South Dixie Highway, Suite 1030, Miami, Florida 33156, as the street address of the initial registered office of the Company and names Myron M. Samole, the Company's initial registered agent at that address, to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional members may be admitted in the manner set forth in the Operating Agreement of the Company, and upon unanimous consent of all present members.

ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by three (3) Managers, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Managers are as follows:

Claude L.C. Mancuso
9700 South Dixie Highway, Suite 1030
Miami, FL 33156

Roger Jaar
9700 South Dixie Highway, Suite 1030
Miami, FL 33156

Samuel Harte
9700 South Dixie Highway, Suite 1030
Miami, FL 33156

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

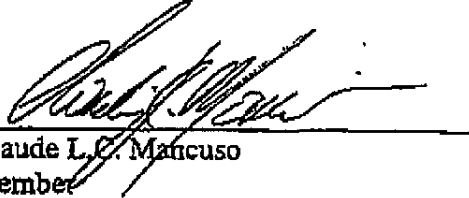
ARTICLE VIII. REGULATIONS

The power to enact, adopt, alter, amend, or repeal the Operating Agreement of the Company

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shall be vested in the Members of the Company. If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent permitted by law, the Operating Agreement will govern.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seals this 1st day of October, 2002.



Claude L. Mancuso
Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that he is familiar with, and accepts, the obligations of such position.


Myron M Samole

Dated: October 1, 2002

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AFFIDAVIT OF CONSENT AND AUTHORIZATION
TO USE CORPORATE NAME

STATE OF FLORIDA)
) ss.
 COUNTY OF MIAMI-DADE)


The undersigned, being first duly sworn, deposes and says as follows:

1. Affiant is the sole shareholder, officer and director of **HAITIAN TELEVISION NETWORK OF AMERICA, INC.**, a Florida Corporation, which entity was filed on August 7, 2002, under Document No. P02000085462.

2. Affiant is also a managing member, equity holder, and chief executive officer of **HAITIAN TELEVISION NETWORK OF AMERICA, LLC**, a Florida Limited Liability Company in formation.

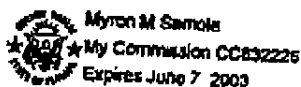
3. **HAITIAN TELEVISION NETWORK OF AMERICA, INC.**, hereby authorizes, consents and approves the use of the same corporate name, as well as the formation and creation of **HAITIAN TELEVISION NETWORK OF AMERICA, LLC**, as a limited liability company under and pursuant to the Florida Limited Liability Act, Chapter 608, Florida Statutes.


Further Affiant Sayeth naught.



Claude L.C. Mancuso, Affiant
 Sole Shareholder, Officer and Director of
HAITIAN TELEVISION NETWORK OF AMERICA, INC. and
 Managing Member, Equity Holder and Chief Executive Officer of
HAITIAN TELEVISION NETWORK OF AMERICA, LLC, an entity in formation.

The foregoing instrument was acknowledged before me this 1st day of October 2002 by **Claude L.C. Mancuso**, who is personally known to me, or who produced his Florida drivers license as identification and who did take an oath.





Myron M. Samole
 Notary Public, State of Florida at Large

Produced Drivers License ☒

My commission expires:

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