

L020000 31682

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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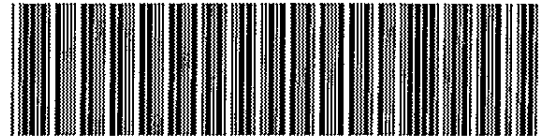
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

**ARTICLES OF ORGANIZATION
OF
KLEERI MULTIMEDIA,USA,LLC**

The undersigned, being the Member and Organizer of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

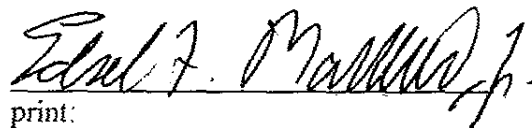
Kleerl Multimedia,USA,LLC

SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 308 South jefferson Street, Pensacola, Florida 32501, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Edsel F. Matthews,Jr..

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. If 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 for in Chapter 608, F.S.



print:

Edsel F. Matthews,Jr.

FIFTH: The mailing address and principal office of the Limited Liability Company is 362 Gulf Breeze Parkway,Suite 101, Gulf Breeze, Florida 32561.

SIXTH: The Limited Liability Company will be operated by the Members, and no manager will be appointed. The name and address of the sole Member are: Jim Sfakianos, having an address at 363 Gulf Breeze Parkway,Suite 101, Gulf Breeze, Florida 32561

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SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the sole Member is \$100,000. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

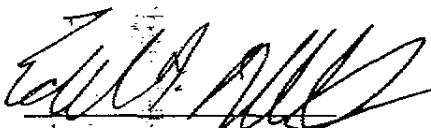
NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.


TENTH: If there later are more than one Members, the remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

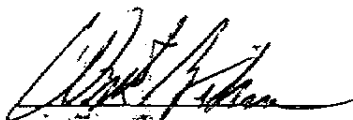
ELEVENTH: The name and address of the sole Member and Organizer of the Limited Liability Company are: Jim Sfakianos, having an address at 363 Gulf Breeze Parkway, Suite 101, Gulf Breeze, Florida 32561

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles of Organization on November 15, 2002.

In the presence of:


print: _____


Jim Sfakianos


print: _____

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA, COUNTY OF _____, ss.

The foregoing instrument was acknowledged before me on the 15 day of November, 2002, by Jim Sfakianos.



print:

Notary Public

My commission expires on _____

Personally Known OR Produced Identification _____
Type of Identification Produced:



Edsel F. Matthews, Jr.
MY COMMISSION # CC783482 EXPIRES
December 18, 2002
BONDED THRU TROY FAIR INSURANCE, INC.