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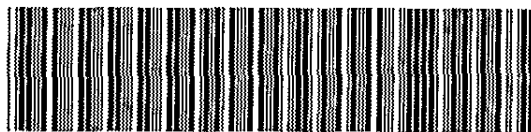
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12-19-02

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SECRETARY OF STATE
FALL ARIZONA

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JB
12-20-02

SHERRARD & ROE PLC

ATTORNEYS AT LAW
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(615) 742-4536
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December 19, 2002

VIA FEDERAL EXPRESS

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

Re: Articles of Organization of Telemedia Acquisitions, LLC

Dear Sir or Madam:

Enclosed please find Articles of Organization for Telemedia Acquisitions, LLC. Our check in the amount of \$125.00 is also enclosed. After the Articles have been filed, please return to me in the enclosed envelope, along with a letter of acknowledgment.

Please call me at (615) 742-4536 if you have any questions or problems. My mailing address is listed at the top of this letterhead. Thanks very much for your assistance.

Sincerely,



Lori McPherson
Paralegal

/lam
Enclosures

APPROVED
AND
FILED

02 DEC 20 AM 9:30
CLERK OF COURT
JULIE A. STEPHENSON

**ARTICLES OF ORGANIZATION
OF
TELEMEDIA ACQUISITIONS, LC**

Pursuant to the provisions of § 608.407 of the Florida Statutes, as amended, the undersigned organizer hereby adopts the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is: Telemedia Acquisitions, LC (the "Company").

ARTICLE II.

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

637 Northwest 12th Avenue
Deerfield Beach, Florida 33442
Attn: William R. Gates

ARTICLE III.

The name and the Florida street address of the registered agent are:

William R. Gates
637 Northwest 12th Avenue
Deerfield Beach, Florida 33442

ARTICLE IV.

The effective date of these Articles of Organization is December 19, 2002.

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.



William R. Gates

02 DEC 20 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATEMENT OF REGISTERED AGENT

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 for in Chapter 608, Florida Statutes.



William R. Gates, Registered Agent

APPROVED
AND
FILED

02 DEC 20 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA