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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
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LIMITED LIABILITY COMPANY

VIDEO GIANT, LLC

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ARTICLES OF ORGANIZATION
OF
TALLAHASSEE, FLORIDA

VIDEO GIANT, LLC

Pursuant to the Florida Limited Liability Act, Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of the limited liability company (the "Company") shall be VIDEO GIANT, LLC.

ARTICLE II
DURATION

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in §608.402(24) of the Act) of the Company, the period of its duration shall be perpetual.

ARTICLE III
ADDRESS

The mailing address and the street address of the principal office of the Company shall be 8129 Sabal Oak Place, Jacksonville, FL 32256.

ARTICLE IV
REGISTERED AGENT

The initial registered office of the Company shall be 50 North Laura Street, Suite 2500, Jacksonville, FL 32202, and its initial registered agent at such office shall be Michael L. Duncan, Esquire.

ARTICLE V
ADDITIONAL MEMBERS

Additional members (as the term "member" is defined in §608.402(21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

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**ARTICLE VI
CONTINUATION OF BUSINESS**

The remaining members of the Company may continue its business 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 the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

The Company will be a member managed company managed by one of its members in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned, being the Managing Member of the Company, has executed the Articles of Organization on behalf of the Company in accordance with §608.407(4) of the Act.

Dated this 30th day of January, 2003.

By: _____


Paul Rogers, Managing Member

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

VIDEO GIANT, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Michael L. Duncan, Esquire, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2500, Jacksonville, FL 32202.

Dated this 30th day of January, 2003.

By: 

Paul Rogers, Managing Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 5 day of ^{February}~~January~~, 2003.


Michael L. Duncan, Esquire

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