

L0300 0006641

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

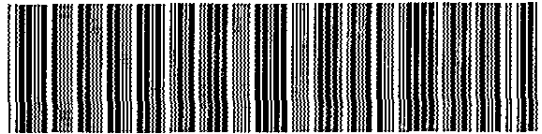
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE
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CB
2-24-02

ACCOUNT NO. : 072100000032
REFERENCE : 918761 7366418
AUTHORIZATION : *Patricia Pajota*
COST LIMIT : \$ 125.00

ORDER DATE : February 4, 2003
ORDER TIME : 10:0 AM
ORDER NO. : 918761-001
CUSTOMER NO: 7366418
CUSTOMER: Mr. David Bendall
Mr. David Bendall
8012 Palm Lake Drive
Orlando, FL 32819

DOMESTIC FILING

NAME: UPTOWN MEDIA NETWORK LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

UPTOWN MEDIA NETWORK LLC

ARTICLE II - Address:

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

8012 PALM LAKE DRIVE, ORLANDO, FL 32819

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

DAVID BENDALL

Name

8012 PALM LAKE DRIVE

Florida street address (P.O. Box **NOT** acceptable)

ORLANDO

FL

32819

City, State, and Zip

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, F.S.

By: DAVID BENDALL

Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Deborah D. Skipper

Signature of a member or an authorized representative of a member.

(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.)

DEBORAH D. SKIPPER

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UPTOWN MEDIA NETWORK LLC

MANAGING MEMBERS LIST

DAVID BENDALL
8012 PALM LAKE DRIVE
ORLANDO, FL 32819

JASON HEFFRAN
112 TIERRA VERDE TRAIL
PANAMA CITY BEACH, FL 32407

sxk

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TALLAHASSEE, FLORIDA

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LIMITED POWER OF ATTORNEY


The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of UPTOWN MEDIA NETWORK LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 14 day of Feb. 2003.


Signature

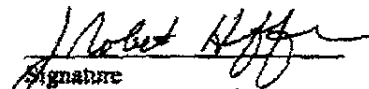
DAVID B. BENDALL
Print Name of Signer

WITNESS:


Signature

Daniel C. Bendall
Print Name of Witness

WITNESS:


Signature

JASON HEFFRAN
Print Name of Witness

AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA