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Pazzor Media LC

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**ARTICLES OF ORGANIZATION
OF
RAZZOR MEDIA, L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (the "Limited Liability Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

1. Name.

The name of the Limited Liability Company is: RAZZOR MEDIA, L.C.

2. Commencement Date and Duration.

The Limited Liability Company shall commence on the date of filing with the Department of State, and shall continue on a perpetual basis from the commencement date, or until dissolved by its members or managers in accordance with the Act, the provisions of these Articles and/or the Operating Agreement of the Limited Liability Company.

3. Purpose.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida, including but not limited to all phases of and all activities, products and services associated with the entertainment industry.

4. Principal Office.

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

4705 95th Street North
St. Petersburg, FL 33708

5. Registered Agent.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

Frank W. Goddard
2959 1st Avenue North
St. Petersburg, Florida 33713

6. Management.

The Limited Liability Company is to be manager-managed company.

7. Powers.

The Limited Liability Company shall have all of the powers and authorities provided under Florida law, including but not limited to that set forth in Section 608.404 of the Act.

8. Operating Agreement.

The members are authorized to adopt an Operating Agreement for the governing of the internal affairs of the Limited Liability Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement shall be set forth in the Operating Agreement, except that the initial form shall be approved by all the members.

Executed at St. Petersburg, Pinellas County, Florida, on this 24TH day of FEBRUARY, 2003.


FRANK W. GODDARD,
Authorized Representative of Members

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared FRANK W. GODDARD, who executed the foregoing Articles of Organization, on behalf of the Limited Liability Company, to me well known and known to me, or who has produced his driver's license as identification, to be the person described in and who has executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 24TH day of FEBRUARY, 2003.


Notary Public - State of Florida

My Commission Expires: NOVEMBER 14 2006
[Seal]



TIFFANY L. CASSISTRE
MY COMMISSION # DD 165135
EXPIRES: November 14, 2006
Bonded Thru Budget Notary Services

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ACCEPTANCE BY REGISTERED AGENT

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Having been appointed the registered agent of RAZZOR MEDIA, L.C., the undersigned accepts such appointment, agrees to act in such capacity and is familiar with and accepts the obligations imposed by Florida Statute Section 608.415, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Executed this 24TH day of FEBRUARY, 2003.


FRANK W. GODDARD, Registered Agent