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LIMITED LIABILITY COMPANY

RadioIO, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
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**ARTICLES OF ORGANIZATION
OF
RADIOIO, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization.

ARTICLE I

The name of the limited liability company is: RADIOIO, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company is 136 7th Avenue, South, Jacksonville, Florida 32260.

ARTICLE III

The street address of the limited liability company's registered agent is 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

ARTICLE IV

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager- managed company.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization for RADIOIO, LLC, this 12 day of November, 2003.

BLU MEDIA, LLC, a Florida limited liability company

By: 

Courtney P. Jones, Managing Member

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for RADIOIO, LLC at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

DATED: Effective this 12 day of November, 2003.

F & L Corp.



By: Martin A. Traber, Esquire
Title: Vice President

APPROVED
AND
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