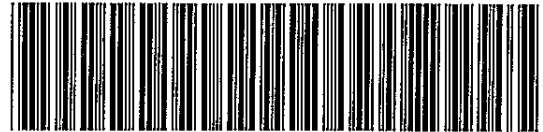


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Office Use Only

**Wade Barnes**  
2200 Winter Springs Boulevard  
Suite 106-223  
Oviedo, Florida 32765

FILED  
03 DEC 17 AM 9:38  
December 11, 2003 DATE  
FLORIDA

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: New Florida Limited Liability Company  
Big Voice Advertising, LLC

Enclosed for filing are articles of organization for a new Florida limited liability company, and a Certificate of Conversion from a General Partnership. Enclosed also are filing fees in the amount of \$100.00 for Articles of Organization, \$25.00 for the Registered Agent Designation, \$25.00 for the Certificate of Conversion, \$30.00 for a Certified Copy and \$5.00 for a certificate of status. For convenience, a single check in the amount of \$185.00 has been enclosed.

Please return a certified copy of the file stamped articles and a copy of the certificate of status to the address listed above. For further information, I can be contacted at the above referenced address and telephone number. Thank you very much for your assistance.

Very sincerely yours,



Wade Barnes

**CERTIFICATE OF CONVERSION**

FILED

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

03 DEC 17 AM 9:38  
CLERK OF COURT, FLORIDA

FIRST: The name of the unincorporated business immediately prior to filing this document was:

BIG VOICE PARTNERSHIP, doing business as BIG VOICE ADVERTISING

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: September 4, 2003
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Not Applicable

THIRD: The name of the limited liability company as set forth in the attached articles of organization is: BIG VOICE ADVERTISING, LLC

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(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.)

**WADE BARNES, Member**

**ARTICLES OF ORGANIZATION**

**OF**

**BIG VOICE ADVERTISING, LLC**

FILED  
03 DEC 17 AM 9:38  
STATE  
OF FLORIDA

The undersigned, acting as organizer of a limited liability company pursuant to the Florida Limited Liability Company Act, certifies the following Articles of Organization.

**ARTICLE 1. NAME**

The name of the limited liability company is "BIG VOICE ADVERTISING, LLC" (the "Company").

**ARTICLE 2. ADDRESS**

**Principal Office Address:**

2200 Winter Springs Boulevard  
Suite 106-223  
Oviedo, Florida 32765

**Mailing Address:**

2200 Winter Springs Boulevard  
Suite 106-223  
Oviedo, Florida 32765

**ARTICLE 3. PURPOSE**

The purposes for which the Company is organized are to engage in and to transact any and all lawful business for which a limited liability company may be organized under Texas law.

**ARTICLE 4. DURATION**

The period of duration is perpetual.

**ARTICLE 5. REGISTERED AGENT, REGISTERED OFFICE  
& REGISTERED AGENT'S SIGNATURE**

The street address of Company's initial registered office and the name of its initial registered agent at that office is:

WADE BARNES  
2200 Winter Springs Boulevard  
Suite 106-223  
Oviedo, Florida 32765

*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.*

03 DEC 17 AM 9:38

STATE  
FLORIDA

*Wade Barnes*

Wade Barnes

#### ARTICLE 6. MANAGER

The name and address of each Manager or Managing Member is as follows:

**Title:**

**Name & Address:**

**MGRM**

Wade Barnes  
2200 Winter Springs Boulevard  
Suite 106-223  
Oviedo, Florida 32765

#### ARTICLE 7. ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted at such times and on such terms and conditions as the members may agree and as provided in the Operating Agreement of the Company.

#### ARTICLE 8. DISSOLUTION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member of the Company, the remaining members shall have the right to continue the Company without dissolution in accordance with the Operating Agreement.

#### ARTICLE 9. OPERATING AGREEMENT AND AUTHORITY

The manner in which the Company conducts its business and affairs, the duties and authority of its members, and the rights and obligations of its members, to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

## ARTICLE 10. TRANSFERABILITY OF INTEREST

The transferability of a member's interest in the Company is restricted by the Operating Agreement. If all of the members other than the member proposing to dispose of its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the member's interest shall have no right to participate in the management of the business and affairs of the Company or to become a member. The transferee shall only be entitled to receive the share of profits or other compensation by way of income and return of contributions to which that member would otherwise be entitled.

## ARTICLE 11. LIABILITIES OF MEMBERS AND MANAGERS

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

## ARTICLE 12. INDEMNIFICATION OF MEMBERS AND MANAGERS

The Company shall indemnify a member or manager or former member or manager against expenses actually and reasonably incurred by it in connection with the defense of any action, suit or proceeding, civil or criminal, in which it is made a party by reason of being or having been such member or manager, except in relation to matters as to which it shall be adjudged in the action, suit or proceeding to be liable to the Company for negligence or misconduct in the performance of duty or to have received improper personal benefit on account thereof.

## ARTICLE 13. ORGANIZER

The organizer of the Company is Wade Barnes, 220 Winter Springs Boulevard, Suite 106-223, Oviedo, Florida 32765.

Dated this 15<sup>th</sup> day of December, 2003.

REQUIRED SIGNATURE:

Wade Barnes

Signature of 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.)

Wade Barnes  
2200 Winter Springs Boulevard  
Suite 106-223  
Oviedo, Florida 32765