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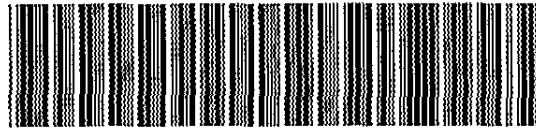
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DIVISION OF CORPORATIONS
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ELLEN B. LANG (1985-2000)

*ALSO MEMBER NJ BAR
**ALSO MEMBER NJ & DE BAR

February 24, 2004

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Caroline Media Group, LLC
Articles of Organization of Florida Limited Liability Company

Dear Sir or Madam:

Enclosed please find Articles of Organization for Florida Limited Liability Company, duplicate, along with a check in the amount of \$125 payable to "Florida Department of State" covering the filing fees associated with the organization of the above-captioned newly created Florida limited liability company.

Please file this document as soon as possible. Once these Articles are processed, kindly send a filed copy to our office as confirmation. A self-addressed, stamped envelope is enclosed.

Thank you for your assistance in this matter. If you have any questions or need any additional information, please do not hesitate to contact our office at (610) 337-4080.

Very truly yours,

Terence K. Heaney
Terence K. Heaney

✓
TKH/djt

Enclosures

cc: Mr. John D. Hungerford (w/o enclosures)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Caroline Media Group, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Terence K. Heaney, Esquire
(Name of Person)

Heaney & Kilcoyne, LLC
(Firm/Company)

216 Mall Boulevard, Suite 1
(Address)

King of Prussia, PA 19406
(City/State and Zip Code)

For further information concerning this matter, please call:

Terence K. Heaney, Esquire at (610) 337-4080
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Caroline Media Group, LLC

ARTICLE II - Address:

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

Principal Office Address:

4756 Pebble Bay Circle

Vero Beach, FL 32963

Mailing Address:

4756 Pebble Bay Circle Box 643161

Vero Beach, FL 32963 VERO BEACH FL

32964-3161

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

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

John D. Hungerford

Name

4756 Pebble Bay Circle

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


Vero Beach, FL 32963

FLORIDA

City, State, and Zip

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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..


Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

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

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

John D. Hungerford

4756 Pebble Bay Circle

Vero Beach, FL 32963

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


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.)

John D. Hungerford

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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