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LIMITED LIABILITY COMPANY

SoundPass, LLC

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**ARTICLES OF ORGANIZATION
OF
SOUNDPASS, 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: SoundPass, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company is 4905 Belfort Rd., Suite 145, Jacksonville, Florida 32256.

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 members and, therefore, a member- managed company.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization for SoundPass, LLC, this 30 day of March, 2004.

SearchPlay, LLC


Ken Christensen
Authorized Representative

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JACKSONVILLE, FLORIDA

Martin A. Traber, Esquire
Florida Bar #0099805
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L Corp.

Dated: April 20, 2004


Martin A. Traber, Esquire
Title: Vice President

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