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TALLAHASSEE, FLORIDA

7/22/04
JMS



**ALLISON
BRUCE
& TULLIS, LLC**

ATTORNEYS AT LAW

BLAIRSVILLE OFFICE
90 BLUE RIDGE STREET
BLAIRSVILLE, GEORGIA 30512
(706) 745-2210
(706) 781-1076 FAX
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July 16, 2004

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CLEVELAND, GEORGIA 30528
(706) 865-1880
(706) 865-1878 FAX
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Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed find the original and one copy of the Articles of Organization for the above Limited Liability Company. I also enclose a check for \$125.00 for your filing fee therefor.

Please file the same returning a file marked copy to me for my file.

Thank you for your kind attention to this matter.

Sincerely,

Stephen T. Allison

enclosure

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fourthman Media, 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:

Stephen T. Allison
(Name of Person)

Allison, Bruce & Tullis LLC
(Firm/Company)

90 Blue Ridge Street, Suite A
(Address)

Blairsville, Georgia 30512
(City/State and Zip Code)

For further information concerning this matter, please call:

Stephen T. Allison at (706) 745-2210
(Name of Person) (Area Code & Daytime Telephone Number)

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

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FOURTHMAN MEDIA, LLC**

The undersigned, acting as organizers of FOURTHMAN MEDIA, LLC, under the Florida Limited Liability Company Act, adopt the following Articles of Organization:

I. NAME OF COMPANY

The name of the Limited Liability Company is: FOURTHMAN MEDIA, LLC, hereinafter "Company".

II. PERIOD OF DURATION

The period of duration is perpetual from the date of filing of these Articles of Organization with the Florida Secretary of State, unless the Company is sooner dissolved.

III. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act, except for the purpose of banking or insurance, including all powers and purposes now and hereafter permitted by law to a Limited Liability Company.

IV. PRINCIPAL PLACE OF BUSINESS

The Company's principal place of business in Florida is 1093 A1A Beach Blvd., Suite, 437, St. Augustine Beach, Florida 32080-6733.

V. REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent, whose Consent to Appointment acceptance is attached, is:

Douglas L. Murray
520 Turnberry Lane
St. Augustine, Florida 32080

VI. TRANSFER OF MEMBERSHIP INTEREST

Except as provided herein, a Member's interest in the Company is not subject to transfer. Any Member who shall be desirous of selling or otherwise transferring his share and interest in the Company

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TALLAHASSEE, FLORIDA

shall obtain the consent of all other Members in writing prior to such or transfer. When allowed the transferee shall be entitled only to the transferring Member's proportionate share of the capital and profits of the Company but shall have no other rights, including the right to appoint Directors, unless later elected by the Members to be a Member.

VII. NEW MEMBERS

The members reserve the right to admit new members on the unanimous agreement of the members as to the admission of, and the consideration to be paid by such new members, and subject to the terms and conditions of the Company's Operating Agreement.

VIII. OPERATING AGREEMENT

The Operating Agreement of the Company will be executed by each member of the company and will set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles voting and preference rights for issuance of classes and ownership may also be provided for in the Operating Agreement.

IX. CONTINUATION ON WITHDRAWAL OF MEMBER

The members will have the right to continue the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively, "Withdrawal"), as long as there are at least two (2) remaining members, and the remaining members agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a member, as set forth in the Operating Agreement of the Company.

X. 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.

XII. MANAGERS

The Managers of the Company shall be selected by the members and shall be no less than one (1) nor more than three (3).

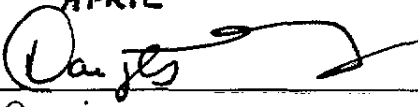
Any manager may be removed, with or without cause, and replaced by the Members, as provided in the Operating Agreement.

The name and address of each Manager is as follows:

Douglas L. Murray
520 Turnberry Lane
St. Augustine, Florida 32080

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CLERK OF DISTRICT COURT
ST. AUGUSTINE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on ~~March~~ 12, 2004.

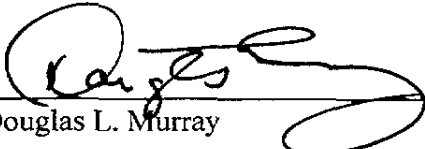
By: 
Organizer

CONSENT TO APPOINTMENT OF REGISTERED AGENT

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.

Dated ~~March~~ 12, 2004.

APRIL


Douglas L. Murray

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FOURTHMAN MEDIA, LLC**

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Douglas L. Murray
520 Turnberry Lane
St. Augustine, Florida 32080

VI. TRANSFER OF MEMBERSHIP INTEREST

Except as provided herein, a Member's interest in the Company is not subject to transfer. Any Member who shall be desirous of selling or otherwise transferring his share and interest in the Company

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TALLAHASSEE, FLORIDA

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The members reserve the right to admit new members on the unanimous agreement of the members as to the admission of, and the consideration to be paid by such new members, and subject to the terms and conditions of the Company's Operating Agreement.

VIII. OPERATING AGREEMENT

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X. 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.

XII. MANAGERS

The Managers of the Company shall be selected by the members and shall be no less than one (1) nor more than three (3).

Any manager may be removed, with or without cause, and replaced by the Members, as provided in the Operating Agreement.

The name and address of each Manager is as follows:

Douglas L. Murray
520 Turnberry Lane
St. Augustine, Florida 32080

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on ~~March 12~~, 2004.

By: ~~March 12~~ APRIL
Organizer

CONSENT TO APPOINTMENT OF REGISTERED AGENT

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.

Dated ~~March 12~~, 2004.

APRIL

~~March 12~~ APRIL
Douglas L. Murray

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