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**CHUCK MOGBO, P.A.**

**Certified Public Accountant**

Suite 209  
2800 W. Oakland Park Blvd.  
Oakland Park, FL 33311  
Tel (954) 739-4669  
Tel (954) 739-1966  
Fax (954) 739-0889

August 06, 2004

Department of State  
Division of Corporations  
406 East Gaines Street  
Tallahassee, FL 32399

Dear Sirs,

**RE: ARTICLES OF ORGANIZATION RE: VIDEO ALLEY MULTI-MEDIA SERVICES, LLC.**

Enclosed is Articles of Organization along with check in the amount of One Hundred Fifty Five Dollars (\$155.00), re: **VIDEO ALLEY MULTI-MEDIA SERVICES, LLC**

As soon as the documents are processed, kindly return them to us in the enclosed airbill envelope, airbill #4153849755.

If I can be of further assistance, please call me at (954) 739-4669 or (954) 739-1966.

Sincerely,

*Chuck Mogbo, C.P.A.*  
CHUCK MOGBO, C.P.A.

Encl.

04 AUG 10 PM 2:14  
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION  
OF  
VIDEO ALLEY MULTI-MEDIA SERVICES, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Liability Act, hereby adopts the following Articles of Organization.

ARTICLE 1 NAME

The name of the limited liability company shall be : VIDEO ALLEY MULTI-MEDIA SERVICES, LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company is : 5460 N. STATE ROAD 7, SUITE 121, NORTH LAUDERDALE, FL 33319.

ARTICLE III EFFECTIVE DATE

These articles of organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV DURATION

This company is to exist perpetually.

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SECTION OF STATE  
DIVISION OF CORPORATIONS

ARTICLE V PURPOSES AND POWERS

The company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Chuck Mogbo, P.A., 2800 W. Oakland Park Blvd., Suite 209, Oakland Park, FL 33311.

ARTICLE VII MANAGEMENT

The Managers of the company shall be:

Operating Managers:

Horace Henry  
5460 N. State Road 7, #121  
North Lauderdale, FL 33319

Paula Henry  
5460 N. State Road 7, #121  
North Lauderdale, FL 33319

The Company is a manager-managed company.

ARTICLE VIII ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all member(s) of the company and upon such terms and conditions as shall be determined by all members(s). A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX TERMINATION OF EXISTENCE

The company shall be dissolved upon the death, retirement, registration, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminated the continued membership of a member in the company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

ARTICLE X MEMBERS

The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the company are:

Horace Henry  
5460 N. State Road 7, #121  
North Lauderdale, FL 33319

Paula Henry  
5460 N. State Road 7, #121  
North Lauderdale, FL 33319

ARTICLE XI CLASSIFICATION

It is the intent of the members that the company be classified as a partnership for federal income tax purpose.

The undersigned has executed these Articles of Organization this 6<sup>TH</sup> day of August, 2004.

  
\_\_\_\_\_  
HORACE HENRY

  
\_\_\_\_\_  
PAULA HENRY

Notary Public  08/06/2004

 WILLY PAUL  
MY COMMISSION # DD 122069  
EXPIRES: June 2, 2006  
Bonded Thru Budget Notary Services

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DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

VIDEO ALLEY MULTI-MEDIA SERVICES, LLC

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2. The name and address of the registered agent and office is:

CHUCK MOGBO, P.A.

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(Name)

2800 W. OAKLAND PARK BOULEVARD, #209

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(P.O. Box or Mail Drop Box **NOT** (ACCEPTABLE))

OAKLAND PARK, FLORIDA 33311

---

(City/State/Zip)

*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.*

SIGNATURE: \_\_\_\_\_

CHUCK MOGBO/PRESIDENT

DATE: \_\_\_\_\_

VIDEO ALLEY MULTI-MEDIA SERVICES, INC.

08-06-04

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STATE OF FLORIDA  
DIVISION OF CORPORATE SERVICES