

LO5 0000 10739

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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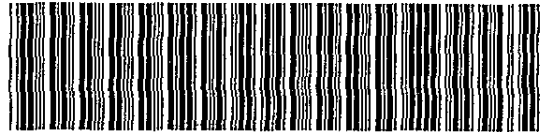
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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OK

EFFECTIVE DATE  
1-18-05

SCOTT & SHEPPARD, P.A.  
ATTORNEYS AT LAW

99 Orange Street  
St. Augustine, Florida 32084-3564

Allen C.D. Scott, II  
Holly Scott Sheppard  
Sean P. Sheppard\*  
James P. McCune

St. Augustine: (904) 825-0995  
Hastings: (904) 692-2262  
Telefax: (904) 825-0975

\*ALSO ADMITTED TO PRACTICE  
IN NEW YORK & NEW JERSEY

January 20, 2005

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

Re: Organization of Media Group Management, LLC

Dear Sirs:

Enclosed are the original and one copy of the executed articles of organization for the above referenced limited liability company along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is a check in the amount of \$125.00 payable to the Florida Department of State to cover the applicable filing fees.

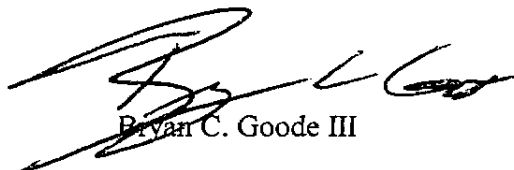
Please send your letter confirming the organization to:

Media Group Management, LLC  
c/o Bryan C. Goode III, Esq.  
Scott & Sheppard, P.A.  
333 First Street North, Suite 305  
Jacksonville Beach, FL 32250

Thank you for your assistance.

Sincerely,

SCOTT & SHEPPARD, P.A.



Bryan C. Goode III

BCGIII/jc  
Enclosures

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**ARTICLES OF ORGANIZATION  
FOR  
MEDIA GROUP MANAGEMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I  
(Name)**

The name of the limited liability company is Media Group Management, LLC ("the Company").

**ARTICLE II  
(Address)**

The principal office and street mailing address of the Company will be located at 818 A1A North, Suite 204, Ponte Vedra Beach, FL 32082.

**ARTICLE III  
(Duration and Continuation)**

The Company shall have perpetual existence, commencing upon January 18, 2005, or such other date no more than five (5) days prior to the filing of these Articles of Organization with the Florida Department of State, whichever is later.

**ARTICLE IV  
(Purpose)**

The general purpose of the Company and the nature of the business to be transacted by the Company are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a Company may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE V  
(Registered Agent and Office)**

The street address of the initial registered office of this Company is 818 A1A North, Suite 204, Ponte Vedra Beach, FL 32082, and the name of the initial registered agent of this Company at that address is Jason Freeman.

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1-18-05

**ARTICLE VI  
(Additional Members)**

Additional members may be admitted as provided in the Operating Agreement of the Company.

**ARTICLE VII  
(Members' Rights to Continue Business)**

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Operating Agreement of the Company.

**ARTICLE VIII  
(Members' Preemptive Rights)**

All members shall have preemptive rights with respect to any units by the company subsequent to the date on which such member purchased his or her units. The preemptive right of each individual member shall entitle such member to purchase a percentage of the units to be issued by the company such that his or her proportionate ownership interest in the company will remain the same.

**ARTICLE IX  
(Management)**

The Company affairs will be conducted, carried on, and managed by one (1) or more members and is therefore a member-managed company. The manager will have the obligations and responsibilities described in the Operating Agreement of the Company. The name(s) of the initial member-manager(s) is/are: Jason Freeman and Bryan C. Goode III. The manager(s) will serve in that capacity until removed by the members or until his or her successor(s) is/are duly elected and qualified.

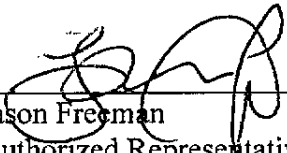
**APPOINTMENT OF REGISTERED AGENT**

The undersigned, Media Group Management, LLC, a Florida limited liability company, with its principal offices in St. Johns County, Florida, hereby appoints Jason Freeman as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 818 A1A North, Suite 204, Ponte Vedra Beach, FL 32082.

Dated: January 18, 2005.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

Media Group Management, LLC

By:   
Jason Freeman  
Authorized Representative

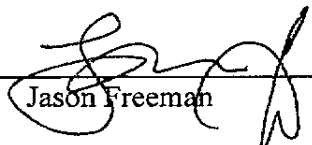
**ACKNOWLEDGMENT OF APPOINTMENT**

TO: Media Group Management, LLC

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 statutory registered agent of the above company 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.

January 18, 2005.

JASON FREEMAN

By:   
Jason Freeman

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