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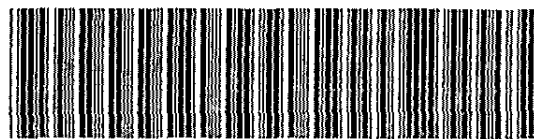
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TODD M. HOEPKER, P.A.
COUNSELOR AT LAW

390 NORTH ORANGE AVENUE • SUITE 1800 • P.O. BOX 3311 • ORLANDO, FLORIDA 32802-3311
TELEPHONE: (407) 426-2060 FACSIMILE: (407) 426-2066

January 24, 2005

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization of Outlook Transit Media, LLC

Dear Sir/Madam:

Please find enclosed the following:

1. Original of Articles of Organization of Outlook Transit Media, LLC for filing; and
2. This firm's check in the amount of \$125.00 which represents the filing fee.

Please file the Articles in the usual manner and forward a certified copy of the Articles to this office in the self-addressed, stamped envelope provided.

Thank you for your cooperation in this matter. Should you have any questions regarding the above, please give me a call.

Very truly yours,

Todd M. Hoepker

TMH:jlf
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
OUTLOOK TRANSIT MEDIA, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Fla. Stat., does hereby adopt the following Articles of Organization for such company:

Article 1. Name. The name of the Company shall be OUTLOOK TRANSIT MEDIA, LLC.

Article 2. Duration. The existence of the Company shall commence immediately upon the filing of its Articles of Organization with the Florida Secretary of State and shall have perpetual existence until it is dissolved and its affairs are wound up in accordance with these Articles and Chapter 608 Fla. Stat. as amended from time to time ("the Act"). The Company shall not be dissolved by the death, resignation, withdrawal, bankruptcy, or dissolution of a Member.

Article 3. Purpose. The purpose for which this Company is being formed is to engage in any activities or businesses permitted under the laws of the State of Florida.

Article 4. Principal Address. The mailing address and street address of the principal office for the Company is:

5401 S. Kirkman Road, Suite 680
Orlando, Florida 32819

Article 5. Address for Registered Agent. The mailing address and street address for the registered agent is:

Todd M. Hoepker, Esq.
Todd M. Hoepker, P.A.
390 N. Orange Avenue, Suite 1800
Orlando, Florida 32801

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TALLAHASSEE, FLORIDA

Article 6. Contributions to Capital. Capital contributions of the Members shall be set forth in the Operating Agreement of the Company.

Article 7. Admission of Additional Members. Additional Members may be admitted upon the unanimous written consent of the Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

Article 8. Management of Company. The business of the Company shall be managed by Harkley Thornton.

Article 9. Amendments of Articles. The power to adopt, alter, amend or repeal these Articles shall be vested in the Members of the Company by unanimous written consent.

Article 10. Organizer. The name and address of the Organizer executing these Articles is:

Stacy Thornton, 5401 S. Kirkman Road, Suite 680, Orlando, Florida 32819.

Article 11. Members Right to Continue Business. The remaining Members of the Company will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

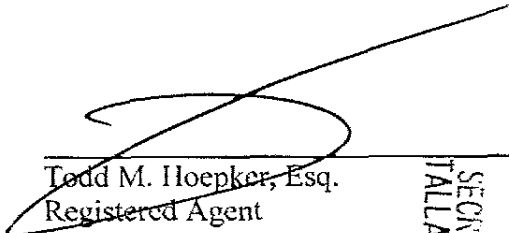
Article 12. Limitation on Agency Authority of Members. Pursuant to the Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

IN WITNESS WHEREOF, the undersigned Organizer has hereunto set his hand and seal to these Articles of Organization this 18 day of January, 2005.


STACY THORNTON

ACKNOWLEDGEMENT 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, Fla. Stat.


Todd M. Hoepker, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of January, 2005 by STACY THORNTON, who is personally known to me or who has produced pers. known as identification, and who did/did not take an oath.

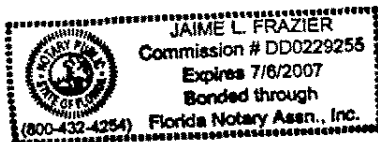


Chancy L. Summers
My Commission DD184306
Expires February 17, 2007

Chancy L. Summers
NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of January, 2005 by TODD M. HOEPKER, who is personally known to me or who has produced _____ as identification, and who did/did not take an oath.



Jaime L. Frazier
Jaime L. Frazier
Notary Public
State of Florida

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