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**LIMITED LIABILITY COMPANY**

**market share media holdings, llc**

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ARTICLES OF ORGANIZATION  
FOR  
MARKET SHARE MEDIA HOLDINGS, LLC

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ARTICLE I - NAME

The name of this limited liability company shall be MARKET SHARE MEDIA HOLDINGS, LLC.

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 600 White Street, Key West, FL 33040.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent are: Manuel A. Garcia-Linares, Richman Greer Weil Brumbaugh Mirabito & Christensen, P.A., 201 S. Biscayne Blvd., Suite 1000, Miami, Florida 33131.

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows: J. William Semich, 600 White Street, Key West, FL 33040.

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The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or resignation.

#### ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted amended, altered or repealed by the unanimous vote of the members.

#### ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members, provided that at least two members remain.

#### ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 8<sup>th</sup> day of August, 2005.

  
J. William Semich

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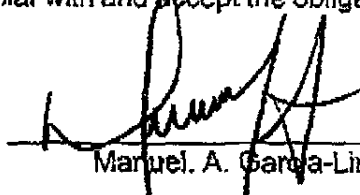
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is MARKET SHARE MEDIA HOLDINGS,  
LLC

The name and address of the registered agent and office is: Manuel A. Garcia-  
Linares, Richman Greer Weil Brumbaugh Mirabito & Christensen, P.A., 201 S. Biscayne  
Blvd., Suite 1000, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the  
above-named 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.

Dated: August 8, 2005

  
Manuel A. Garcia-Linares

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