

L06000031919

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
IMF PROPERTIES, LLC**

A Florida Limited Liability Company

FIRST: The Articles of Organization were filed on March 23, 2006, and assigned document number L06000031919.

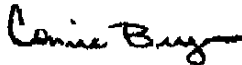
SECOND: This amendment is submitted to amend the following:

A. Article III of the Articles of Organization is amended in its entirety to read as follows:

The name and the Florida street address of the registered agent are:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

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, F.S.



Registered Agent's Signature (REQUIRED)

Articles of Amendment - IMF Properties, LLC
DALLAS 1160422_1 85258

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B. Article IV of the Articles of Organization is amended in its entirety to read as follows:

The name and address of each Manager or Managing Member are as follows:

<u>Title</u>	<u>Name and Address</u>
"MGR" = Manager	
"MGRM" = Managing Member	

MGR	Independence Media Holdings, LLC 8226 Douglas, Suite 627 Dallas, Texas 75225
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Dated: August 17, 2006.

MEMBER:

INDEPENDENCE MEDIA OF FLORIDA, LLC,
a Delaware limited liability company

By: David F. Jacobs
David Jacobs, CEO and President

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