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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Skyspot Advertising, LLC

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ☒ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Signature

Requested by:

Name SP Date 5/8/06 Time 10:06

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**ARTICLES OF ORGANIZATION
OF
SKYSPOT ADVERTISING, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be SKYSPOT ADVERTISING, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address of the principal office of the Company shall be 3300 Bridgefield Drive, Lakeland, Florida 33803 and the street address of the principal office of the Company shall be 3300 Bridgefield Drive, Lakeland, Florida 33803.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Roger Caram-Andruet, 3300 Bridgefield Drive, Lakeland, Florida 33803.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property as set forth in the Operating Agreement.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, as provided in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement 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 members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous

Articles of Organization of Skyspot Advertising, LLC

written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates 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 are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by managers in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement 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 initial managers of the Company are as follows:

NAME	ADDRESS
Roger Caram-Andruet	3300 Bridgefield Drive Lakeland, Florida 33803
Michelle Caram-Andruet	3300 Bridgefield Drive Lakeland, FL 33803

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lakeland, Florida, on this May 3, 2006.

Roger Caram-Andruet
Roger Caram-Andruet, Organizer

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this May 3, 2006, by
Roger Caram-Andruet.

JENIFER RIPPY
Notary Public, State of Florida
My comm. exp. Jan. 9, 2010
Comm. No. DD 505227

Jenifer Rippy
Notary Public - State of Florida
Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known _____
OR Produced Identification _____
Type of Identification Produced _____

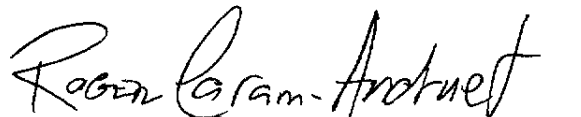
Articles of Organization of Skyspot Advertising, LLC

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

Under the provisions of F.S. 608.415 the SKYSPOT ADVERTISING, LLC submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the limited liability company in SKYSPOT ADVERTISING, LLC.
2. The name and address of the registered agent in Florida are:

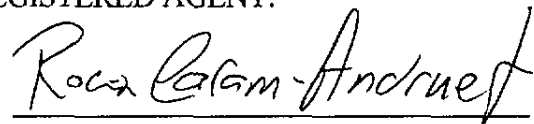
Roger Caram-Andruet
3300 Bridgefield Drive
Lakeland, Florida 33803


Roger Caram-Andruet, Organizer

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the corporation named in the articles of organization of SKYSPOT ADVERTISING, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of the position of registered agent.

REGISTERED AGENT:


Roger Caram-Andruet