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SECRETARY OF STATE

COVER LETTER

TO: Registration Section

Division of Corporations

SUBJECT: SecurityPoint Media, LLC

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a Florida Limited Liability Company" in accordance with Section 608.439, Florida Statutes.

Please return all correspondence concerning this matter to:

W. Thompson Thorn, III Shutts & Bowen, LLP 100 S. Ashley Drive Ste. 1470 Tampa, FL 33602

For further information concerning this matter, please call:

W. Thompson Thorn, III at (813) 229-8900

Enclosed is a check for the following amount:

\$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)

STREET ADDRESS:

Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

CERTIFICATE OF CONVERSION For a FOREIGN LIMITED LIABILITY COMPANY Into a FLORIDA LIMITED LIABILITY COMPANY

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Foreign Limited Liability Company into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the foreign limited liability company immediately prior to the filing of this Certificate of Conversion is:

SecurityPoint Media, LLC

- 2. It is a Foreign Limited Liability Company first formed under the laws of **Pennsylvania** on **June 6, 2002**.
- 3. The jurisdiction of this Foreign Limited Liability Company has **not** changed.
- 4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

SecurityPoint Media, LLC

5. This conversion should be effective on the date of filing by the Florida Department of State.

Signed this day of June 2006.	
Signature of Authorized Person: // A - Mry/MC May W	
Printed Name: W). Thimpson Thra Title: Pegistered Agent	_

ARTICLES OF ORGANIZATION FOR SECURITYPOINT MEDIA, LLC

ARTICLE I: Name

The name of the Limited Liability Company is SecurityPoint Media, LLC.

ARTICLE II: Address

The mailing address and street address of the principal office of the SecurityPoint Media, LLC is:

832 2nd Avenue South Tierre Verde, FL 33715

ARTICLE III: Registered Agent, Registered Office, & Registered Agent's Signature

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

W. Thompson Thorn, III Shutts & Bowen, LLP 100 S. Ashley Street Suite 1470 Tampa, FL 33602

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 pelating to the proper and complete performance of my duties, and I amfamiliar with and accept the obligations of my position as registered agent as provided for in

Thompson Thorn, I

SECRETARY OF STATE



ARTICLE V: Effective Date

The effective date will be the date of filing by the Florida Secretary of State.

required signature

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

W. Thimpson Thorn, III

Filing Fees included:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent