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Fax Number : (850) 205-0383

From: Account Name : LATZO LEGAL ASSISTING  
Account Number : I20030000094  
Phone : (727) 639-1819  
Fax Number : (727) 394-2775

*File this one  
after Brentwood  
Media Holdings,  
LLC*

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**POPA MEDIA TAMPA BAY, LLC**

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ARTICLES OF ORGANIZATION

OF

POPA MEDIA TAMPA BAY, LLC

The undersigned, being all the Members of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be POPA MEDIA TAMPA BAY, LLC.

ARTICLE II

Place of Business

The principal place of business of this Company shall be 14955 Gulf Boulevard, Suite 11, Madeira Beach, Florida 33708, and such other place or places as may be designated by the members from time to time. The mailing address of this Company shall be 14955 Gulf Boulevard, Suite 11, Madeira Beach, Florida 33708.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be Tami Lee Latzo, and the address of the registered agent for service of process shall be 14955 Gulf Boulevard, Suite 14, Madeira Beach, Florida 33708.

This instrument was prepared by:  
Tami Lee Latzo, L.A.  
Latz Legal Assisting  
14955 Gulf Boulevard  
Suite 14  
Madeira Beach, Florida 33708  
727-639-1819  
727-394-2775 Fax  
Tami@Latz.com

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ARTICLE IV  
Management of Business

The Company shall be Member-Managed. The initial Members of the company shall be as follows:

Brentwood Media Holdings, LLC

Popa Media USA Holdings, Inc.

The undersigned have executed these Articles of Organization this 7<sup>th</sup> day of August, 2006.

MEMBERS:

BRENTWOOD MEDIA HOLDINGS,  
LLC, a Florida limited liability company

By: Jeffrey A. Moore  
Jeffrey A. Moore, Trustee of Member

POPA MEDIA USA HOLDINGS, INC.,  
A Delaware corporation

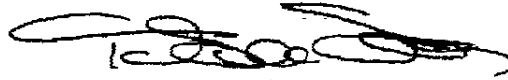
By: Derek Bailey  
Derek Bailey, Secretary

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**CERTIFICATE OF DESIGNATION**  
**AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for POPA MEDIA TAMPA BAY, LLC, at 14955 Gulf Boulevard, Suite 14 Madeira Beach, Florida 33708, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.



TAMI LEE LATZO

Dated: August 7, 2006.

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