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SECRETARY OF STATE TALLAHASSEE, FLORIDA

2006 NOV 14 P 5: 29

COVER LETTER

TO: Registration Se Division of Co			
SUBJECT: PODH	IOLE MEDIA, LLC		
		d Liability Company)	
The enclosed Articles o	f Organization and fee(s) are s	ubmitted for filing.	
Please return all corresp	ondence concerning this matte	er to the following:	
JOSEPH	BARNES		
	(Name of Person)	
MSI BARI	NES & ASSOICAT	TES, PA	ZOO! TAL
	(Firm/Company)	CRE
2929 E C	OMMERCIAL BI	_VD, 409	NOV 14
		(Address)	P 5: EE, FLOT
FT LAUC	ERDALE, FL 33	308	2. 2. 2. 2. 2. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3.
	(City	/State and Zip Code)	29 FIIDA
For further information	concerning this matter, please	call:	
JOSEPH BARI	NES	at (954) 491195	0
(Name	of Person)	(Area Code & Daytime To	elephone Number)
Enclosed is a check for	or the following amount:		
\$125.00 Filing Fee	\$130.00 Filing Fee & Certificate of Status	\$155.00 Filing Fee & Certified Copy (additional copy is enclosed)	\$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)
	Mailing Address Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	Street/Courier Address Registration Section Division of Corporation Clifton Building 2661 Executive Center Tallahassee, FL 32301	ns

ARTICLES OF ORGANIZATION OF PODHOLE MEDIA, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is: PODHOLE MEDIA, LLC

ARTICLE II - Mailing Address

The mailing address of the Limited Liability Company is:

PO Box 1018 Lake Zurich, Illinois 60047-1018

ARTICLE III - Street Address

The street address of the principal office of the Limited Liability Company is:

2929 East Commercial Boulevard, Suite 409 Fort Lauderdale, Florida 33308

200b NOV 14 P 5: 29 SECRETARY OF STATE

ARTICLE IV - Registered Agent

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

Joseph B Barnes 2929 East Commercial Boulevard, Suite 409 Fort Lauderdale, Florida 33308

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 statues 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

Continued ...

ARTICLE V - Manager(s) or Managing Member(s):

The name and address of each Managing Member is as follows:

TITLE	NAME	ADDRESS
MGRM	JOSEPH B BARNES III	677 SHERIDAN COURT LAKE ZURICH, IL 60047
MGRM	JOSEPH B BARNES	2929 E COMMERCIAL BLVD SUITE 409 FORT LAUDERDALE, FL 3330

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of OCTOBER 31 , 2006.

MGRM: JOSEPH B BARNES III

SECRETARY OF STATE TALLAHASSEF FI DEID