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FLORIDA/FOREIGN LIMITED LIABILITY CO.

HOODINY DIGITAL, LLC

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**ARTICLES OF ORGANIZATION
OF
HOODINY DIGITAL, LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is HOODINY DIGITAL, LLC (the "Company").

ARTICLE II

ADDRESS

The principal and mailing address of the Company is:

4970 SW 72nd Avenue
Suite 100
Miami, FL 33155

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 4970 SW 72nd Avenue, Suite 100, Miami, FL 33155 as the street address of the initial registered office of the Company and names Demian M. Bellumio as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement.

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ARTICLE V
MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

ARTICLE VI
MANAGERS

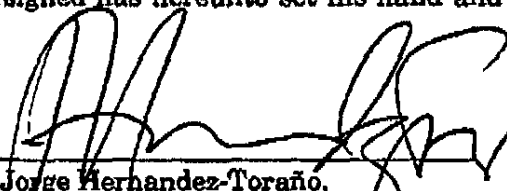
The name and address of the initial Manager of the Company is:

Hoodiny Entertainment Group LLC
4970 SW 72nd Avenue
Suite 100
Miami, FL 33155

ARTICLE VII
PURPOSE

The purpose for which the Company is being formed is to engage in activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 7th day of May, 2007.



Jorge Hernandez-Torano,
Duly Authorized Representative of the
Member(s)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for HOODINY DIGITAL, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 7th day of May, 2007.



Demian M. Bellumio

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