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From:

Account Name : HARRIS, CRAMER LLP
Account Number : I19990000234
Phone : (561) 478-7077
Fax Number : (561) 659-0701

2007 OCT - 1 PM 3:43:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

QTOPIA, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
QTOPIA, LLC**

The undersigned hereby establishes the following for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, the Florida Limited Liability Company Act:

**ARTICLE I
NAME**

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

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Company is 20 Harris Cramer LLP, 1555 Palm Beach Lakes Blvd., Suite 310, West Palm Beach, Florida 33401. 20 OCT - 1 P. 3: 35

**ARTICLE III
MANAGEMENT**

The management of the Company shall be vested in one or more managers. The Company is to be a manager-managed company.

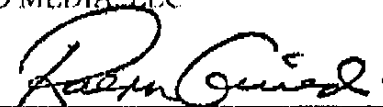
**ARTICLE IV
INITIAL REGISTERED AGENT**

The initial registered agent of the Company is Harris Cramer LLP. The street address of the initial registered agent is 1555 Palm Beach Lakes Blvd., Suite 310, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 28 day of September, 2007.

GUILD MEDIA, LLC

By



Ralph Guild, Manager
Member

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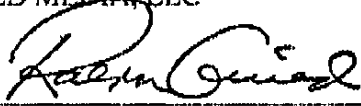
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT QTOPIA, LLC, DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICE BEING
C/O HARRIS CRAMER LLP, 1555 PALM BEACH LAKES BLVD., SUITE 310, WEST
PALM BEACH, FLORIDA 33401, HAS NAMED HARRIS CRAMER LLP, LOCATED AT
1555 PALM BEACH LAKES BLVD., SUITE 310, WEST PALM BEACH, FLORIDA 33401,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GUILD MEDIA, LLC

Dated: September 28, 2007

By: 
Ralph Guild, Manager
Member

2007 OCT - 1
FILED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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 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.

HARRIS CRAMER LLP

By: Daryl Cramer & Associates, P.A.

Dated: October 28, 2007

By: 
Daryl B. Cramer, its President
Registered Agent

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