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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

X Factor Holdings, LLC

Certificate of Status	1
Certified Copy	1
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J. BRYAN

APR - 3 2008

EXAMINER

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ARTICLES OF ORGANIZATION
OF
X FACTOR HOLDINGS, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is X FACTOR HOLDINGS, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The street address of the principal office and mailing address of the Company is 7025 County Road 46A, Suite 1071-383, Lake Mary, Florida 32746, or such other place as the members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 5703 Red Bug Lake Road, Suite 190, Winter Springs, Florida 32708. The name of the registered agent at such address is Mitch Propster.

DATED as of the 2nd day of APRIL, 2008.



Mitch Propster, authorized person

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, X FACTOR HOLDINGS, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is X FACTOR HOLDINGS, LLC.
2. The name and address of the registered agent and office is: Mitch Propster, 5703 Red Bug Lake Road, Suite 190, Winter Springs, Florida 32708.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: April 2, 2008.


Mitch Propster

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