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**To:**

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**From:**

Account Name : STEARN'S WEAVER MILLER WEISSLER ALHADEF & SITTERSON, P.A.  
Account Number : I20060000135  
Phone : (305)789-3200  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**GROOVE MEDIA, LLC**

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF ORGANIZATION OF  
GROOVE MEDIA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company is Groove Media, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 1872 South Bayshore Lane, Miami, Florida 33133.

**ARTICLE III - DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida are:

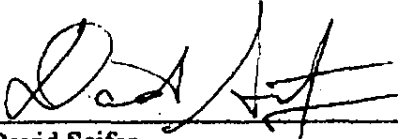
**Name**

Stearns Weaver Miller  
Weissler Alhadeff & Sitterson, P.A.

**Address**

c/o David Seifer  
150 West Flagler Street, Suite 220  
Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 10th day of June 2008.

  
\_\_\_\_\_  
David Seifer,  
Authorized Representative

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## REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Groove Media, LLC 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 his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.

Dated: June 10, 2008

By: 

David Seifer,  
Registered Agent

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