

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000011531
FILED 8:00 AM
February 03, 2009
Sec. Of State
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Article I

The name of the Limited Liability Company is:

XM LABS LLC

Article II

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

3609 NORTH 29TH AVE
HOLLYWOOD, FL. 33020

The mailing address of the Limited Liability Company is:

3609 NORTH 29TH AVE
HOLLYWOOD, FL. 33020

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

XM BRANDS INC
3609 NORTH 29TH AVE
HOLLYWOOD, FL. 33020

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 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.

Registered Agent Signature: KENNETRH JACOBI

Article V

The name and address of managing members/managers are:

Title: MGR
XM BRANDS INC
3609 NORTH 29TH AVE
HOLLYWOOD, FL. 33020

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Article VI

The effective date for this Limited Liability Company shall be:

01/31/2009

Signature of member or an authorized representative of a member

Signature: KENNETH JACOBI