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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Talking Heads of Tampa Bay, LLC

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**ARTICLES OF ORGANIZATION
OF
TALKING HEADS OF TAMPA BAY, LLC**

The undersigned executes these Articles of Organization of Talking Heads of Tampa Bay, LLC to form a limited liability company pursuant to the Florida Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is: Talking Heads of Tampa Bay, LLC.

ARTICLE II. ADDRESS

The street address and mailing address of the principal office of the limited liability company is 8501 N. Florida Avenue, Tampa, Florida 33604.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is 8501 N. Florida Avenue, Tampa, Florida 33604 and the name of the limited liability company's initial registered agent at that address is Jason Levy.

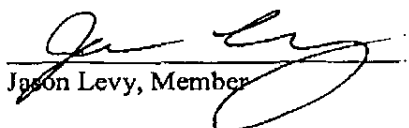
Having been named to accept service of process for the above stated limited liability company at the place designated herein, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jason Levy

ARTICLE IV. MANAGEMENT OF COMPANY

The limited liability company is a manager-managed limited liability company.

EXECUTED: November 2, 2009


Jason Levy, Member

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