

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

L10000006888
FILED 8:00 AM
January 20, 2010
Sec. Of State
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Article I

The name of the Limited Liability Company is:

FUNN HOLDINGS LLC

Article II

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

1408 GALLINULE CIRCLE
DELRAY BEACH, FL. 33444

The mailing address of the Limited Liability Company is:

1408 GALLINULE CIRCLE
DELRAY BEACH, FL. 33444

Article III

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

TO DISTRIBUTE ROYALTIES DERIVED FROM FUNN NETWORKS INC.

Article IV

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

INCUBATE! LLC
1408 GALLINULE CIRCLE
DELRAY BEACH, FL. 33444

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: ROBERT OKANE

Article V

The name and address of managing members/managers are:

Title: MGR
ROBERT C OKANE
PO BOX 7962
JUPITER, FL. 33468

Title: MGR
DAVID P HOFFMAN
3031 CORMORANT ROAD
DELRAY BEACH, FL. 33444

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Article VI

The effective date for this Limited Liability Company shall be:

01/20/2010

Signature of member or an authorized representative of a member

Signature: ROBERT C OKANE