

Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO.
Tuff-Talk Radio, LLC

Certificate of Status	0
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T. HAMPTON

OCT 27 2010

EXAMINER

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

TUFF-TALK RADIO, LLC

FILED
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DIVISION OF CORPORATIONS
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Article I

The name of the Limited Liability Company is:

Tuff-Talk Radio, LLC

Article II

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

Mailing Address: 12121 NE 16th Avenue
North Miami, Florida 33161

Street Address: 12121 NE 16th Avenue
North Miami, Florida 33161

Article III

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

Article IV

The Limited Liability Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

Manager

Address

Joseph A. Spirti, Jr.

12121 NE 16th Avenue
North Miami, Florida 33161

Article V

The Limited Liability Company is organized by the following initial member(s), whose name and address is/are as follows:

Member

Address

S&C Business Holdings, Inc.

12121 NE 16th Avenue
North Miami, Florida 33161

Additional members may be admitted by the unanimous written consent of all members under the terms and conditions agreed to by all of the members.

Article VI

The undersigned member or authorized representative of a member of **Tuff-Talk Radio, LLC** certifies:

1. the above named limited liability company has at least one member;
2. Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.
3. No additional members shall be admitted to the company except by the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the operating agreement of the company.
4. The company shall be dissolved on the death, bankruptcy, or dissolution of a member or Chief Executive Chief Executive Manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, as set forth in the operating.

(In accordance with Section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

S&C Business Holdings, Inc.

By:

Joseph A. Spiriti, Jr., As Manager

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATED A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the limited liability company:

Tuff-Talk Radio, LLC

2. The name and Florida street address of the registered agent are:

Joseph A. Spiriti Jr. Esq.
12121 N.E. 16th Avenue,
North Miami, Florida 33161.

Having been named 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 provision 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.

By:

Joseph A. Spiriti Jr. Esq.

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