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**Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : AGENTS AND CORPORATIONS, INC
Account Number : I20010000112
Phone : (302) 575-0875
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**FLORIDA LIMITED LIABILITY CO.
Blush Programs LLC**

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EXAMINER

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the Limited Liability Company is: Blush Programs LLC.

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1525 Montana Avenue, Suite C, Santa Monica, CA 90403.

ARTICLE III – Registered Agent, Registered Office & Registered Agent's Signature:

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

Agents and Corporations, Inc.
300 Fifth Avenue South, Suite 101-330
Naples, FL 34102

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 as provided for in Chapter 608, F.S.

Agents and Corporations, Inc.

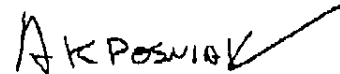

By: John L. Williams, Vice President

ARTICLE IV – Management (Check box if applicable.) []

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

ARTICLE V – Manager:

The initial Manager(s) of the Limited Liability Company shall be:
Adpire Media, LLC



Signature of a Member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

AK POSNIAK

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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