

Division of Corporations

L12000159352

Florida Department of State

Division of Corporations

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FLORIDA LIMITED LIABILITY CO. AMER MEDIA II, LLC

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ARTICLES OF ORGANIZATION

OF

AMER MEDIA II, LLC

The undersigned, for the purpose of forming a limited liability company under Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I

The name of the limited liability company shall be:

AMER MEDIA II, LLC

ARTICLE II

The mailing and street address of the principal office of the company shall be:

**430 COSTANERA ROAD
CORAL GABLES, FL 33143**

ARTICLE III

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

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ARTICLE IV

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

**KARIM AMER
430 COSTANERA ROAD
CORAL GABLES, FL 33143**

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.



Registered Agent's Signature

ARTICLE V

Each member shall make additional capital contributions to the company only on the majority consent of all the members.

ARTICLE VI

No additional members shall be admitted to the company except with the majority written consent of the members of the company and on such terms and conditions as shall be determined by majority consent of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the members of the company approve of the proposed transfer by written consent.

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ARTICLE VII

The company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of a majority of the remaining members, provided there are at least two remaining members.

ARTICLE VIII

The company shall be managed by a member 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 of these articles of organization. The name and address of the initial manager of the company is Karim Amer, 430 Costanera Road, Coral Gables, FL 33143.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Weston, FL on this 11th day of December, 2012.

Organizing and Managing Member:



KARIM AMER

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

AMER MEDIA II, LLC

(NAME OF COMPANY)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT THE PLACE DESIGNATED IN THE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPANY 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