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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA LIMITED LIABILITY CO.
SOUTHERN MUSE MEDIA, LLC

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STATE OF FLORIDA
HALL COUNTY

**ARTICLES OF ORGANIZATION
OF
SOUTHERN MUSE MEDIA, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 605, Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company is Southern Muse Media, LLC (the "Company").

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 4600 Summerlin Road, Suite C-2 - 414, Fort Myers, Florida 33919.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Pearlman Law Group LLP, whose address is 2200 Corporate Boulevard, N.W., Suite 210, Boca Raton, Florida 33431

**ARTICLE IV
MANAGEMENT**

The Company will be a manager-managed Company. The name and address of each person authorized to manage and control the Limited Liability Company:

Title:
"AMBR" - Authorized Member
"MGR" - Manager

Name and Address:

MGR

Inuvo, Inc.
12901 McGregor Boulevard, Suite 20-139
Fort Myers, Florida 33919

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**ARTICLE V
MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company in the manner provided in the Operating Agreement of the Company.

The undersigned executed these Articles of Organization on this 21st day of March 2017.

Authorized Representative of the Members:

(In accordance with Section 605.0201, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Inuvo, Inc.

By: 

John B. Pisaris, General Counsel

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0201 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is

Southern Muse Media, LLC

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

Pearlman Law Group LLP
2200 Corporate Boulevard, N.W., Suite 210
Boca Raton, Florida 33431

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.

Pearlman Law Group LLP

By: 

Brian A. Pearlman, Esq., Partner

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STATE OF FLORIDA
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