

L9500000896

11:00 AM 11/15/1995
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
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FROM: RIPP, SCOTT, CONKLIN & SMITH
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CONTACT: REGINA ~~QUDDUS~~ Pamela Blackwell
PHONE: (305) 627-3819
FAX: (305) 761-8475
(((H95000012905)))
DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: DESIGNWORKS OF FLORIDA, L.C.
FAX AUDIT NUMBER: H95000012905
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JAN 21 1990
FBI - WICHITA

ARTICLES OF ORGANIZATION
OF
DESIGNWORKS ADVERTISING OF FLORIDA, L.C.

ARTICLE I - Name

The name of the Limited Liability Company is: DesignWorks Advertising of Florida, L.C.

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company is: 4100 Cedar Elm, Wichita Falls, Texas 76308

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: perpetual

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as initial managers until the first annual meeting of Members or until their successors are elected and qualify are:

- 1) Craig A. Draper
4100 Cedar Elm
Wichita Falls, Texas 76308
- 2) Kimberly K. Brown
4511 Lisa Lane
Wichita Falls, Texas 76308
- 3) Samuel J. Risner, Jr.
4508 Westward
Wichita Falls, Texas 76308

Prepared by:

William J. Gross, Esq.
Bar No. 0898678
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Fort Lauderdale, FL 33302
(305) 525-7500

H95000012905

ARTICLE V - Registered Agent and Office

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The name and street address of the initial registered agent of the Limited Liability Company is:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VI - Admission of Additional Members

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Additional membership interests may be created and may be issued to existing Members or to other persons, and such other persons may be admitted to the Limited Liability Company as Members, upon the written consent of all other Members, upon such terms and conditions and with such sharing ratios and commitments as the Members may determine at the time of admission. The Managers may reflect the admission of any new Members or the creation of any new class or group of members in an amendment to the Regulations that need be executed only by the Managers.

ARTICLE VII - Members' Rights to Continue Business

The right of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company shall be:

In the event of the death, expulsion, withdrawal, dissolution, or bankruptcy of any Member or the occurrence of any other event that terminates the continued membership of any Member, and if there shall be at least two other Members remaining, the Limited Liability Company shall not be dissolved, and the business of the Limited Liability Company shall be continued, if all of the remaining Members (calculated without reference to any Member with respect to whom such event described above has occurred) so agree within 90 days of the occurrence of such event.

ARTICLE VIII - Indemnification

This Limited Liability Company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this Limited Liability Company, to the full extent permitted by law.

ARTICLE IX - Amendment of Articles of Organization

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This Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

November 17, 1995

DESIGNWORKS OF WICHITA FALLS, INC., as
a Member of DesignWorks Advertising of Florida, L.C.

Craig A. Draper, President

SUBSCRIBED AND SWORN TO BEFORE ME by Craig A. Draper, President of
DesignWorks of Wichita Falls, Inc. as a member of DesignWorks Advertising of Florida, L.C.

Danella K. Weissmann
Notary Public, State of Texas



DANELLA K. WEISSMANN
Notary Public, State of Texas
My Comm. Expires Oct. 20, 1996

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

C T CORPORATION SYSTEM

By Barbara A. Burke
(signature)

November 15, 1995
(date)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY
(Typed Name of Officer)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS H95000012905

The undersigned member or authorized representative of a member of DesignWorks Advertising of Florida, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the member(s) is \$1,000.00.
- 3) The total amount of cash or property anticipated to be contributed by member(s) is \$3,000.00.

DESIGNWORKS OF WICHITA FALLS, INC., as
a Member of DesignWorks Advertising of Florida, L.C.

BY:

Craig A. Draper
Craig A. Draper, President

SUBSCRIBED AND SWORN TO BEFORE ME by Craig A. Draper, President of
DesignWorks of Wichita Falls, Inc. as a member of DesignWorks Advertising of Florida, L.C. this
27th day of November, 1995.

Danella K. Weissmann
Notary Public, State of Texas



DANELLA K. WEISSMANN
Notary Public, State of Texas
My Comm. Expires Oct. 23, 1998


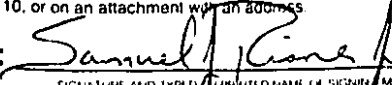
CLERK OF DISTRICT COURT
WICHITA FALLS, TEXAS

NOV 21 PM 4:30

FILED

FILE NOW: Fee after May 1, will be \$263.75

APPROVED

| | | | |
|---|---------------------------|--|---|
| LIMITED LIABILITY COMPANY ANNUAL REPORT 1996 | |  FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS | |
| FILING FEE \$ 238.75 | | Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE | |
| 1. Name and Mailing Address of Limited Liability Company DESIGNWORKS ADVERTISING OF FLORIDA, L.C. 4100 CEDAR ELM WICHITA FALLS TX 76308 | | DOCUMENT # L95000000896 | |
| 1a. Principal Place of Business Address 4100 CEDAR ELM WICHITA FALLS TX 76308 | | 1b. Principal Place of Business Address 4100 CEDAR ELM WICHITA FALLS TX 76308 | |
| If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a | | | |
| 2. Principal Place of Business 3580 CORAL SPRINGS DR Suite, Apt. #, etc. | | 2a. Mailing Address 2633 PLAZA PARKWAY Suite, Apt. #, etc. | |
| City & State CORAL SPRINGS FL | | City & State Wichita Falls TX | |
| Zip 33065 | | Zip 76308 | |
| Country USA | | Country USA | |
| 3. Date Organized or Qualified 11/21/1995 | | 3a. State of Formation FL | |
| 4. FEI Number 65-0624429 | | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | |
| 5. Date of Last Report | | 6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required | |
| 7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND RD. PLANTATION FL 33324 | | 8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City | |
| | | 4000001784254 -04/17/95--01075--003 ****238.75 FL | |
| 9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations. | | | |
| SIGNATURE | | DATE | |
| (Register's Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) | | | |
| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
| MGRM | DRAPER, CRAIG A | 2633 PLAZA PARKWAY 4100 CEDAR ELM 3580 CORAL SPRINGS DR | WICHITA FALLS TX CORAL SPRINGS FL WICHITA FALLS TX |
| MGRM | BROWN, KIMBERLY K | 4511 LISA LANE | |
| MGRM | RISNER, SAMUEL J JR | 4508 WESTWARD | WICHITA FALLS TX |
| 11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address. | | | |
| SIGNATURE:  | | SAMUEL J RISNER JR 4-9-96 (517) 696-1229 | |
| SIGNATURE AND TYPED (PRINTED) NAME OF SIGNING MANAGING MEMBER OR MANAGER | | Date Daytime Phone # | |