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5/10/96
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
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DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: CIVINS HILLER MULTIMEDIA, LLC
FAX AUDIT NUMBER: H96000006000
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 10, 1996

CORPORATE CREATIONS INTERNATIONAL

MIAMI BEACH, FL

SUBJECT: CIVINS HILLER MULTIMEDIA, LLC
REF: W96000010090

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

ONLY RECEIVED AFFIDAVIT AND LAST PAGE OF ORGANIZATION, PLEASE RE-FAX.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loris Poole
Corporate Specialist

FAX Aud. #: W96000006000
Letter Number: 696A00023086

Articles of Organization
of
Civins Hiller Multimedia, LLC

Article I. Name

The name of this Florida limited liability company is:

Civins Hiller Multimedia, LLC

Article II. Duration

The Company shall be dissolved on the earlier of 30 years from the date these Articles of Organization are filed with the Florida Department of State or on the occurrence of any of the events set forth in Section 608.441, Florida Statutes, unless the Company is continued by the consent of all the remaining members.

Article III. Address

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

Civins Hiller Multimedia, LLC
1001 West Cypress Creek Road
Ft. Lauderdale, FL 33309

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Gary I. Civins
1001 West Cypress Creek Road
Ft. Lauderdale, FL

Article V. Profits and Losses; Additional Members

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. Additional members to the Company may be admitted only if all the members agree to the admission of the additional members and to the terms of admission.

Article VI. Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt, is dissolved, or on the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be continued only if all the remaining members consent to the continuation.

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Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Managing Members

The management of the Company is reserved to the members. The name and address of each managing member is:

Gary I. Civins
1001 West Cypress Creek Road
Ft. Lauderdale, FL 33309

Anatol Hiller
1001 West Cypress Creek Road
Ft. Lauderdale, FL 33309

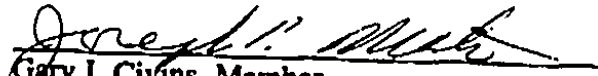
Article IX. Membership Certificate

A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article X. Company Existence

The Company's existence shall begin effective as of May 10, 1996.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.


Gary I. Civins, Member
by Joseph P. Mata as attorney-in-fact

Date: May 10, 1996

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FELBERBAUM & BECKERMAN

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

**LIMITED LIABILITY COMPANY
Civins Hiller Multimedia, LLC**

The undersigned member deposes and says:

1. The above named Company has two members, Gary I. Civins and Anatol Hiller.
2. The total amount of initial cash contributed by the members is \$87,640.45 as follows:

Anatol Hiller	\$78,000.00 (89%)
Gary I. Civins	9,640.45 (11%)
3. The agreed value of property other than cash contributed by the members is zero.
4. The total amount of cash or property anticipated to be contributed by the members is \$100,000.00 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.


Gary I. Civins, Member

Dated: April 29, 1998

Corporate Creations International Inc.
401 Ocean Drive
Miami Beach, FL 33139
(305) 672-0686

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**Certificate of Designation
Registered Agent/Registered Office**

LIMITED LIABILITY COMPANY:
Civins Hiller Multimedia, LLC

REGISTERED AGENT:
Gary I. Civins
1001 West Cypress Creek Road
Ft. Lauderdale, FL

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I agree to act as registered agent to accept service of process for the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

By: Gary I. Civins
Gary I. Civins

Date: April 29, 1996

Corporate Creations International Inc
401 Ocean Drive
Miami Beach, FL 33139

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