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CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200 FAX #: (954) 523-1952

NAME: VTV ^{brock} TELEVISION, I.C.
AUDIT NUMBER.....H96000014484
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 15, 1988

ATLAS PEARLMAN TROP ET AL

SUBJECT: VTV TELEVISION, L.C.
REF: W96000021903

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**ARTICLES OF ORGANIZATION
OF**

VTV BROADCAST TELEVISION, L.L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**SECTION 1.
NAME**

The name of this limited liability company is VTV BROADCAST TELEVISION, L.L.C. (the "Company").

**SECTION 2.
DURATION**

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of 30 years from the date of filing or the occurrence of any of the events specified in Florida Statute Section 608.441, unless continued by the unanimous consent of all of the remaining members.

**SECTION 3.
MAILING ADDRESS AND STREET ADDRESS**

The Company's mailing and street address is 800 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311.

**SECTION 4.
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company is Ellis Simring, 800 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311.

**SECTION 5.
ADDITIONAL MEMBERS**

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

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JAMES M. SCHNEIDER, ESQ., FL BAR # 214338
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301

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SECTION 6. TERMINATION OF MEMBERSHIP

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, if more than one remain, may, by unanimous written agreement, continue the business of the Company.

SECTION 7. MANAGEMENT OF THE COMPANY

The Company shall initially be managed by the following persons who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
Ells String	800 West Oakland Park Boulevard, Suite 100 Fort Lauderdale, Florida 33311
Steve Rasabi	800 West Oakland Park Boulevard, Suite 100 Fort Lauderdale, Florida 33311

Thereafter, the Company shall be managed by managers who shall be elected annually as provided in the regulations of the Company.

SECTION 8. REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the Company.

SECTION 9. DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of this 14th day of October, 1998.


Ells String, Member

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**AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS**

The undersigned member or authorized representative of a member of VTV BROADCAST TELEVISION, L.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 members is \$100.00.
3. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2 and 3 above.


Ellis String, Member

In accordance with Section 606.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

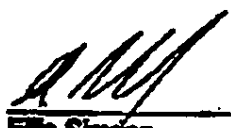
(1) The name of the limited liability company is VTV BROADCAST
TELEVISION, L.L.C.

(2) The name and address of the registered agent and office is:

Ellis Simring
800 West Oakland Park Boulevard
Suite 100
Fort Lauderdale, FL 33311

Having been named as registered agent and to accept service of process for the
above stated limited liability 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.

October 14, 1998


Ellis Simring

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