

CAPITAL CONNECTION, INC.  
417 E. Virginia Street, Suite 1 Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 224-1222

L97000001333

\$285.00

Media Capital Partners  
L.C.

FILED  
97 NOV 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
✓ L.C. File 4000002367904--2  
Fictitious Name File -12/10/97--01028--015  
Trade/Service Mark \*\*\*\*570.00 \*\*\*\*285.00  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

RECEIVED  
97 NOV 26 AM 10:04  
DIVISION OF CORPORATION

SK 11/26/97

J. TAX \_\_\_\_\_  
FILING 2.50  
R. AGENT FEE 35  
D. COPY \_\_\_\_\_  
TOTAL 2.85  
V. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
RECEIVED \_\_\_\_\_

7

Signature \_\_\_\_\_

Requested by: AS

Name \_\_\_\_\_

Date 11/26

Time 9:20

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF ORGANIZATION**

**OF**

**MEDIA CAPITAL PARTNERS, L.C.,  
a limited liability company**

**FILED**  
97 NOV 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Each undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a limited liability company under the laws of the State of Florida.

**ARTICLE I.**

The name of the limited liability company is Media Capital Partners, L.C.

**ARTICLE II.**

1. This limited liability company is to exist until December 31, 2025.
2. The existence of this limited liability company shall commence on the date these Articles are executed.

**ARTICLE III.**

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Harold L. Lewis, Esq.

Address of Registered Office

Haber, Lewis & Pathman, LLP  
One Biscayne Tower, Suite 3660  
2 South Biscayne Boulevard  
Miami, Florida 33131

#### ARTICLE IV.

The initial Operating Agreement shall be adopted by the members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the members of the limited liability company in the manner set forth in the Operating Agreement.

#### ARTICLE V.

The Operating Agreement of this limited liability company contains provisions regarding:

1. The rights of the members to admit additional members and the terms and conditions of the admissions; and
2. The rights of the remaining members of this limited liability company to continue the business of this limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which terminates the continued membership of a member in this limited liability company.

#### ARTICLE VI.

The mailing address and the street address of the principal office of this limited liability company shall be as follows:

Street Address

1390 South Dixie Highway, Suite 1205  
Coral Gables, Florida 33146

Mailing Address

Same

FILED  
97 NOV 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLE VII.

The business of this limited liability company is to be managed by a manager or managers.

The name and street address of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Street Address</u>
Media Capital Partners, Inc.	1390 South Dixie Highway, Suite 1405 Coral Gables, Florida 33146

## ARTICLE VIII.

The limited liability company may exercise any powers, without limitations whatsoever, which a limited liability company may legally exercise under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has hereunto executed these Articles of Organization this 25th day of November, 1997, at Miami, Florida.

David Dorer, as Vice President of Media Capital Partners, Inc., a Florida corporation, said corporation being a member of the limited liability company being formed hereby

**ACCEPTANCE OF REGISTERED AGENT**

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.

  
\_\_\_\_\_  
Harold L. Lewis

**FILED**  
97 NOV 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
MEDIA CAPITAL PARTNERS, L.C.**

**FILED**  
97 NOV 26 PM 1:11  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA     )  
                              ) SS.:  
COUNTY OF DADE     )

BEFORE ME, the undersigned, personally appeared David Dorer, as Vice President of Media Capital Partners, Inc., a Florida corporation, Manager of Media Capital Partners, L.C., being the limited liability company being formed hereunder, who, upon being duly sworn, hereby attests to the following, to the best of his knowledge and belief:

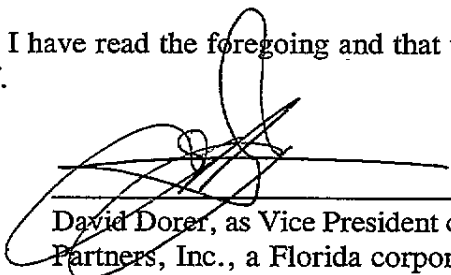
1. David Dorer is the Vice President of Media Capital Associates, Inc., a Florida corporation, the Manager of Media Capital Partners, L.C., the limited liability company being formed hereby.
2. Media Capital Partners, L.C., is a limited liability company which has at least two (2) members;
3. The total amount of cash to be contributed by all of the members is \$100.00;
4. A description and agreed upon value of property contributed by the members of property other than cash is as follows:

<u>Description</u>	<u>Agreed Upon Value</u>
None	None

5. The amount anticipated to be contributed by the members: None at this time.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

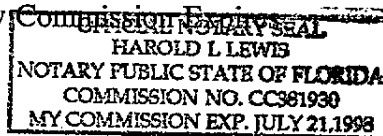
  
\_\_\_\_\_  
David Dorer, as Vice President of Media Capital Partners, Inc., a Florida corporation, Manager of Media Capital Partners, L.C., being the limited liability company being formed hereunder

STATE OF FLORIDA     )  
                                  ) SS.:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of November, 1997, by David Dorer, as Vice President of Media Capital Partners, Inc., a Florida corporation, Manager of Media Capital Partners, L.C., being the limited liability company being formed hereunder. He has produced a Florida Driver's license as identification and did take an oath.

\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_

My Commission Expires



R:\20451\7001\DOCS\lcarticles2

**FILED**  
97 NOV 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA