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BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
20 SOUTH FRANKLIN STREET
TALLAHASSEE, FLORIDA 32301

(813) 224-9255

TELECOPIER (813) 223-9620

MAHLON H. BARLOW, II
DALE K. BOHNER
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
R. J. HAUGHEY, II
RICHARD B. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES
BRENT A. JONES

NASHLEEN M. KADIVAR
S. TODD MERRILL
CRAIG A. MINEGAR
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

April 2, 1998

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

800002478588-5
-04/03/98-01093-002
***285.00 ***285.00

RE: Filing Articles of Organization

Dear Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Organization of World Audio Video Enterprises, Inc., an Affidavit by its Member, Donna M. Luke, and our check for the filing fee in the amount of \$285.00.

Please stamp and return the enclosed copy of these documents for our records.

Sincerely,

Mindy L. Carreja
Mindy L. Carreja

MLC/jdr
enclosures
cc: Donna M. Luke
149047.1

L98-435

Name	<i>AL 47</i>
Availability	
Document Examiner	<i>AL</i>
Updater	<i>AL</i>
Updater Verifier	<i>AL</i>
Acknowledgment	<i>AL</i>
W. P. Verifier	<i>AL</i>

FILED
APR 3 1998
TALLAHASSEE, FL
60:09

**ARTICLES OF ORGANIZATION
OF
WORLD AUDIO VIDEO ENTERPRISES, L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is WORLD AUDIO VIDEO ENTERPRISES, L.C. (the "Company").

ARTICLE II

Duration of Existence

The Company shall commence its existence on April 1, 1998 and thereafter shall remain in existence for a period of twenty-five years (25), unless terminated sooner due to the occurrence of any dissolving event defined in the Company's operating agreement.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 1860-A North Republica de Cuba, Tampa, FL 33605, and its initial registered agent is Mindy L. Carreja, whose address is 220 South Franklin Street, Tampa, Florida 33602.

FILED
98 APR -9 PM 4:09
TAMPA COUNTY CLERK
TAMPA, FLORIDA

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99 APR - 1 PM 4:00

SECRETARY OF STATE

ARTICLE V

Additional Members

The members are authorized to admit additional members in the manner set forth in the Company's operating agreement.

ARTICLE VI

Continuation of the Company

The Company shall automatically terminate upon 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 Company. Upon termination of the membership of a member, the Company will automatically terminate, provided that the holders of a Majority in Interest (as that term is defined in the Company's operating agreement) of the membership interests of the Company shall have the right to continue the business of the Company.

ARTICLE VII

Management of the Company

The Company shall be managed by a Manager who shall be elected annually by the Members in the manner set forth in the Company's operating agreement. The following individual is hereby appointed the initial manager of the Company, to serve until his successor is duly elected, qualified, and seated:

Donna M. Luke
1860-A North Republica de Cuba

Tampa, FL 33605

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal regulations set forth in the Company's operating agreement shall be vested in its members.

ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

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98/MAY-2 PM 4:09
SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 2nd day of April, 1998.

Donna M. Luke
Donna M. Luke, Member

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 2 day of April, 1998, by, Donna M. Luke, who is personally known to me or who has produced Fla. D. Lic. as identification.



JENNIFER D. RIDDLE
COMMISSION # CC 490327
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Jennifer D. Riddle
NOTARY PUBLIC, State of Florida
at Large

Print Name: _____

My Commission Expires: _____

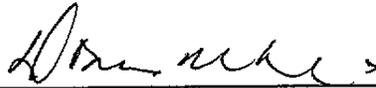
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COUNTY OF HILLSBOROUGH
STATE OF FLORIDA

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CERTIFICATE DESIGNATING

REGISTERED AGENT

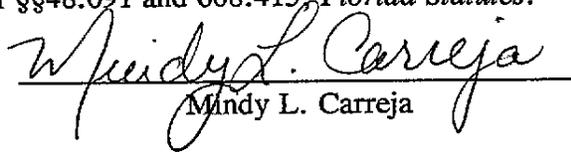
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, WORLD AUDIO VIDEO ENTERPRISES, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Mindy L. Carreja an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.



Donna M. Luke, Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.



Mindy L. Carreja

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Donna M. Luke, being sworn, upon her oath deposes and says:

1. I am a member of World Audio Video Enterprises, L.C., a Florida limited liability company (the "Company").
2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.
3. The Company has at least two members.
4. The Members have contributed a total of \$6,500 in capital to the Company.
5. The total amount of the capital contributions anticipated to be contributed by the members is \$6,500.

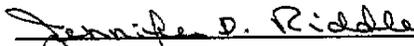


Donna M. Luke, Member

SWORN AND SUBSCRIBED TO before me this 2 day of April, 1998.



JENNIFER D. RIDDLE
COMMISSION # CC 480327
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.



Notary Public

Print Name: _____

My commission expires: _____

148957.1

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93 APR 2 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA