

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302
(850) 224-8870 • (1-800-347-8062 Fax (850) 222-1222

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Broadcast Capital
Group, LLC

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| Name | 2-2-9 |
| Availability | |
| Document | |
| Examiner | |
| Notary | |
| Notary | |
| Acknowledgment | |
| W. P. Verifier | |

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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| Art of Inc. File | |
| ETD Partnership File | |
| Foreign Corp. File | |
| L.C. File | |
| Fictitious Name File | |
| Trade/Service Mark | |
| 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 | |

ARTICLES OF ORGANIZATION
OF
BROADCAST CAPITAL GROUP, LLC

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I, the undersigned natural person of the age of eighteen (18) years of age or more, acting as the organizer of a limited liability company under the Florida Limited Liability Company Statutes, do hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I - Name:

The name of the Limited Liability Company is Broadcast Capital Group, LLC.

ARTICLE II - Address:

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

Broadcast Capital Group, LLC
860 U.S. Hwy. One, Ste. 108
North Palm Beach, FL 33408

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual and shall commence on the date of this Agreement and shall only be dissolved on the earlier of (i) written Agreement by all Partners (ii) dissolution for any reason that may be set forth herein.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Kevin L. Hessee
860 U.S. Hwy. One, Ste. 108
North Palm Beach, FL 33408

ARTICLE V - Membership Unity:

The Limited Liability Company has two distinct classes of membership interest: organizational Class A membership interests, and Class B membership interests. Both are characterized by voting interest and management responsibilities equal to all other classes of interests and are further characterized by equity participation which is subject to dilution upon either the acceptance of additional Class B membership interests or the creation of additional classes of membership interest. There are 1,000 Class A and 1,000 Class B membership units available.

Class A shall consist of the initial Members, who may or may not have contributed capital, other than capital representing organizational costs which they have contributed, but who have provided services and other consideration. Class B shall consist of all other Members intending to be active participants in the business of the Membership. Until fifty percent (50%) of the Class B membership comes into existence, Class A interests have full, complete and unrestricted voting rights. Upon fifty percent (50%) of the potential Class B membership being accepted into the Membership, the Class A members will then cast their votes in a single vote mix with the Class B members, the single vote of the Class A members being equal to seventy-five percent (75%) of the total number of votes cast by the entirety of the Class B membership on any particular vote.

ARTICLE VI - Admission of Additional Members:

In the event that the Company is required to seek additional funding in order to carry out its business in addition to any loans which may be obtained, a majority of the Voting Units, shall at a meeting of Members called for that purpose or written consent, authorize the sale of additional Voting Units beyond the One Thousand (1,000) authorized Units at a price or prices to be determined by such a majority vote. Provided, however, before the Company shall sell any additional Units, it shall first offer each existing Member the right but not the obligations to purchase additional Units on a pro rate basis, which right expires after a period not to exceed 10 days. The Members who elect to purchase additional Units shall have the additional right to purchase un-subscribed Units. This additional right shall again be on a pro-rata basis. The exercise of all rights offered under this provision shall be indicated in writing.

ARTICLE VII - Members Rights to Continue Business:

In the event of 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, the remaining Members shall be deemed to have agreed to continue the business of the Company under the terms of this Agreement unless Members holding a majority of the Voting Units vote to allow the Company to be dissolved and such vote occurs within 90 days of the event otherwise causing dissolution. Upon the occurrence of such an event, the Company shall promptly provide notice to all Members.

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IN WITNESS WHEREOF, I have hereunto set my hand on this 8th day of February, 1999.

A handwritten signature in black ink, appearing to read "Kevin Hessee", written over a horizontal dashed line.

Kevin Hessee
Organizing Member


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of BROADCAST CAPITAL GROUP, 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 member(s) is \$ 10,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 10,000
This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: _____

BROADCAST CAPITAL GROUP, LLC

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

KEVIN L. HESSE
(NAME)

860 US HWY ONE S-108
(P. O. Box NOT ACCEPTABLE)

NPB, FL 33408
(CITY/STATE/ZIP)

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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.


(SIGNATURE)

2/8/99
(DATE)