

L99000000760

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

January 21, 1999

Dear Sirs:

Enclosed please find the Certificate of Designation of Registered Agent and Articles of Organization for C1TV.com, L.L.C.. Also enclosed is a check for \$285.00 to cover filing fees.

Any inquiries concerning this matter, please contact:

David Sine
935 Fourth Street
Miami Beach, FL 33139
305-604-7998

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-01/25/99-01110-015
****285.00 ****285.00

Sincerely,

David Sine

99 FEB 10 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Name	1/28/99
Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

① add'l mem.

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990000002266



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 1999

DAVID SINE
935 FOURTH STREET
MIAMI BEACH, FL 33139

SUBJECT: CITV.COM, L.L.C.
Ref. Number: W99000002266

We have received your document for CITV.COM, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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 (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 199A00003953

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I NAME

The name of the Limited Liability Company is:

C1TV.com, L.L.C.

ARTICLE II PRINCIPAL OFFICE

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

935 Fourth Street
Miami Beach, FL 33139

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be

Perpetual

ARTICLE IV MANAGEMENT

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

David Sine
935 Fourth Street
Miami Beach, FL 33139

Darren Mankovich
301 Ocean Drive, #505
Miami Beach, FL 33139

ARTICLE V ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

New members may be admitted only pursuant to a majority vote of the Sharing Percentages of all of the members.

ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

as outlined in the company operating agreement

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of C1TV.com, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 10,000.⁰⁰
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0
(a description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 10,000.⁰⁰



Signature of a member or an 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.)

David Sine

Typed or printed name of signee

Having been named registered agent and to accept service of process for the above stated corporation 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

Filing Fee: \$250 for Articles and Affidavit

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TALLAHASSEE, FLORIDA

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

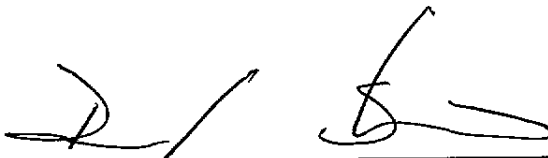
1. The name of the limited liability company is:

C1TV.com, L.L.C.

2. The name and Florida street address of the registered agent are:

David Sine
935 Fourth Street
Miami Beach, FL 33139

Having been named registered agent and to accept service of process for the above stated corporation 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

99 FEB 10 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Filing Fee: \$35 for Designation of Registered Agent