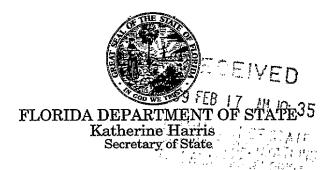
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January 26, 1999

UCC FILING AND SEARCH

TALLAHASSEE, FL

SUBJECT: FLAGSHIP OUTDOOR LLC

Ref. Number: W9900001906

Open to the D

We have received your document for FLAGSHIP OUTDOOR LLC and your check(s) totaling \$337.50. 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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline Document Specialist

Letter Number: 099A00003455

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ARTICLES OF ORGANIZATION OF FLAGSHIP OUTDOOR, L.L.C.

The undersigned, as an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida limited liability company named Flagship Outdoor, L.L.C.

ARTICLE I

Name

The name of this limited liability company shall be Flagship Outdoor, L.L.C. (the "Company").

ARTICLE II

Duration

The period of duration for the Company shall be perpetual.

ARTICLE III

Initial Principal Office

The initial mailing address and the initial street address of the principal office of the Company is 234 East Davis Boulevard, Tampa, Florida 33606.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 234 E. Davis Boulevard, Tampa, Florida 33606, and the name of the initial registered agent of the Company at that address is Aminie Mohip, Esq.

ARTICLE V

Right to Admit Additional Members

The members may admit additional members pursuant to a 75% vote of the managing members and the additional terms of the Operating Agreement and/or Regulations of the Company.

SUCRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLE VI

Right of Continuation

Upon the death, requirement, 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, the remaining members of the Company shall have the right to continue the Company.

ARTICLE VII

Company Management

The Company is to be managed by one or more managers as provided in the Regulations and/or Operating Agreement of the Company. Initially, the Company shall have one manager and the initial manager shall be Jan Moore, President of JLH Outdoor, Inc., whose address is 234 East Davis Boulevard, Tampa Florida 33606 and who shall serve as the manager until the first annual meeting or until his/her successor is elected and qualified.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization this 22nd day of January, 1999.

H Outdoor, Inc, a Florida corporation

Jan Moore

Its: President

99 FEB | 7 AM | 1: 1

CONSENT TO APPOINTMENT AND ACCEPTANCE BY REGISTERED AGENT

The undersigned, Aminie Mohip, having been named registered agent and to accept service of process of Flagship Outdoor, L.L.C., at 234 E. Davis Boulevard, Tampa, Florida 33606, hereby accepts the appointment as registered agent and agrees to act in this a capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with, and accepts the obligations of registered agent.

DATED: January 22, 1999

<u>AFFIDAVIT</u>

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The undersigned Affiant, Jan Moore, as President of JLH Outdoor, Inc., appeared before need today and either made the following statements under oath or affirmed them under penalty of perfery:

- 1. I am an adult, competent to testify as a witness, and make these statements on my over personal knowledge.
- 2. That I am the authorized representative of the initial managing member of Flagship Outdoor, L.L.C., a Florida limited liability company (the "Company").
- 3. That the Company initially has four (4) members.
- 4. That the amount of the cash contributed by the initial members and the amount anticipated to be contributed by the initial members is as follows:

Amount of cash contributed to date:

\$ 0.00

Value of any non-cash property:

\$6,500.00

and satisfactorily meet the requirements of

Cash and Property anticipated to

be contributed:

\$ 0.00

5. That this Affidavit is given to specifically §608.407(2), Fla. Stat. (1997).

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SWORN TO and SUBSCRIBED before me this 22nd day of January, 1999, by Jan Moore, as President of JLH Outdoor, Inc., as the authorized representative of the managing member of Flagship Outdoor, L.L.C., a Florida limited liability company, on behalf of the Company. She is personally known to me.

My Commission Expires:

AMINIE MOHIP
MY COMMISSION # CC 616629
EXPIRES: January 28, 2001
Bonded Thru Notary Public Underwriters

Printed Name

Notary Public - State of Florida