

L99000001786

PETERSON & LAGE, L.L.C.

6361 SUNSET DRIVE  
SOUTH MIAMI, FLORIDA 33143

MICHAEL PETERSON  
GUSTAVO LAGE

TELEPHONE: (305) 663-0000  
FACSIMILE: (305) 663-0989

February 25, 1999

200002791292--0  
-03/01/99--01152--017  
\*\*\*346.25 \*\*\*346.25

VIA CERTIFIED MAIL

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Pan Regional Media Services, L.L.C.  
Articles of Organization

Dear Sirs:

Enclosed herein please find the Articles of Organization, Affidavit, Certificate, and check No. 1008 in the amount of \$346.25. This check represents payment for the filing fee, Designation of Registered Agent, Certified Copy, and Certificate of Status for the above referenced company. Please remit a letter of acknowledgment, the Certified Copy and the Certificate of Status to our address above.

Should you have any questions relating to the matters contained herein, please do not hesitate to contact me at (305) 663-0000.

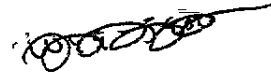
Sincerely,



Maria Teresa Durr

Encl.

CM



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 30 AM 10:37



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 11, 1999

MARIA TERESA DURR  
PETERSON & LAGE, L.L.C.  
6361 SUNSET DRIVE  
SOUTH MIAMI, FL 33143

SUBJECT: PAN REGIONAL MEDIA SERVICES, L.L.C.  
Ref. Number: W99000005900

We have received your document for PAN REGIONAL MEDIA SERVICES, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 599A00011578

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 30 AM 10:37

**PAN REGIONAL MEDIA SERVICES, L.L.C.**

**ARTICLES OF ORGANIZATION**

The undersigned being a duly authorized representative and Member and acting as the organizer of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the Limited Liability Company shall be Pan Regional Media Services, L.L.C. (the "Company").

**ARTICLE II**

**DURATION**

The period of the Company's duration shall commence on the date of filing these Articles of Organization and shall exist perpetually, unless terminated: (1) in accordance with the Company's Regulations; (2) by the unanimous written agreement of all Members; (3) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member; or (4) upon the occurrence of any other event which terminates the continued membership of a Member. Upon any such termination, however, the existence and business of the Company may be continued with the consent of all remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

**ARTICLE III**

**PURPOSE**

The Company is being formed to engage in any activity or business permitted under the laws of the United States and the State of Florida.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 30 AM 10:37

#### ARTICLE IV

##### ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

Pan Regional Media Services, L.L.C.  
1605 Lenox Avenue, No. 10  
Miami Beach, Florida 33139

#### ARTICLE V

##### REGISTERED AGENT

The name and street address for the initial Registered Agent of the Company in the State of Florida is:

Michael P. Peterson, Esq.  
Peterson & Lage, L.L.C.  
6361 Sunset Drive  
South Miami, Florida 33143

A written statement as prescribed by the Florida Department pursuant to Section 608.407(1)(d), Florida Statutes, is attached to these Articles of Organization.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 30 AM 10:37

#### ARTICLE VI

##### ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company.

#### ARTICLE VII

##### MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner set forth in the Company's Regulations. The Manager shall have the right and responsibilities accorded him under the Company's Regulations. The name and address of the initial Manager is as follows:

Enrique A. Carrillo  
1605 Lenox Avenue, No. 10  
Miami Beach, Florida 33139

The Manager shall serve in such capacity until his successor(s) is (are) duly elected, or otherwise appointed, and qualified.

#### ARTICLE VIII

##### AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be solely and exclusively vested in the Members of the Company.

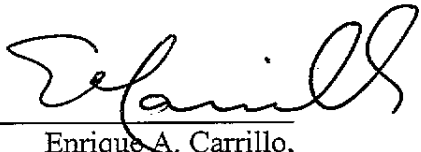
#### ARTICLE IX

##### AFFIDAVIT

Attached to these Articles of Organization and otherwise incorporated herein is the Affidavit required by Section 608.407(2), Florida Statutes.

In WITNESS WHEREOF, the undersigned, as Member, has executed these Articles of Organization on this 25<sup>th</sup> day March, 1999.

PAN REGIONAL MEDIA  
SERVICES, L.L.C.

By:   
Enrique A. Carrillo,  
as President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 30 AM 10:37

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR**  
**THE SERVICE OF PROCESS WITHIN THIS STATE.**  
**NAMING AGENT UPON WHOM PROCESS**  
**MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, or other more applicable statute, the following is submitted on behalf of Pan Regional Media Services, L.L.C. (the "Company"):

The Company, desiring to organize under the laws of the State of Florida with its initial office, as indicated in the Articles of Organization, at 1605 Lenox Avenue, No. 10, Miami Beach, Florida 33139, has named Michael P. Peterson, Esq., Peterson & Lage, L.L.C., 6361 Sunset Drive, South Miami, Florida 33143, as its agent to accept service of process in this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position.

Dated this 24<sup>th</sup> day of February, 1999.

PETERSON & LAGE, L.L.C.  
6361 Sunset Drive  
South Miami, Florida 33143  
Telephone: (305) 663-0000

By: 

Michael P. Peterson, Esq.,  
as Vice-President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 30 AM 10:37

**AFFIDAVIT**

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

Enrique A. Carrillo, being first duly sworn, deposes and says:

1. I am a Member of Pan Regional Media Services, L.L.C., (the "Company"), a Florida limited liability company.
2. The Company has at least two Members.
3. The Members have contributed the cash amount of \$2,000.00 to the capital of the Company.
4. The agreed value of the property other than cash contributed by the Members is \$0.00.
5. The Members of the Company are expected to contribute no additional capital to the Company.

FURTHER AFFIANT SAYETH NAUGHT.

Dated this 25<sup>th</sup> day of March, 1999.

PAN REGIONAL MEDIA  
SERVICES, L.L.C.

By: \_\_\_\_\_

Enrique A. Carrillo,  
as President



Yvonne Perez  
MY COMMISSION # CC773949 EXPIRES  
September 9, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

*Personally known to me*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 30 AM 10:37