

Division of Corporations

L99 000602152 Page 1 of 1

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## LIMITED LIABILITY COMPANY

BRN Media Group, LLC

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 16, 1999

WILLIAM T. COLEMAN, ESQUIRE  
100 N.E. THIRD AVENUE, SUITE 1100  
FORT LAUDERDALE, FL 33301

SUBJECT: BRN MEDIA GROUP, LLC  
REF: W99000009022

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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

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FAX AUDIT NO. H99000008852 8

**ARTICLES OF ORGANIZATION  
OF  
BRN MEDIA GROUP, LLC**

**Under the Florida Limited Liability Company Act**

**ARTICLE I**

**NAME**

The name of this limited liability company ("Company") is BRN MEDIA GROUP, LLC.

**ARTICLE II**

**DURATION**

The period of duration for the Company is perpetual, except that 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, shall dissolve the Company unless a majority in interest of the remaining members consent in writing to the continuation of the business of the Company.

**ARTICLE III**

**MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is 33 Southeast Third Street, Boca Raton, FL 33432.

**ARTICLE IV**

**REGISTERED AGENT AND OFFICE**

The name and street address of the Company's initial registered agent in Florida is EMO Corporate Services, Inc., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

PREPARED BY: William T. Coleman, Esquire  
100 N.E. Third Avenue, Suite 1100  
Fort Lauderdale, FL 33301  
(954) 462-3300 -- FLA. BAR No. 136415

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ARTICLE VMEMBER

49-2135

The sole Member of the Company shall be BRN Capital Holding, LLC who shall serve as the sole Member of the Company until the first annual meeting of members or until its successor is elected and qualified. The mailing and street address of the sole Member is 33 Southeast Third Street, Boca Raton, FL 33432. \*\*\*

ARTICLE VIADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members upon the written consent of a majority in interest of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 15 day of April, 1999.

BRN CAPITAL HOLDING, LLC, Sole  
Member

By: Michael Martin  
MICHAEL MARTIN, Manager

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\*\*\*THE MANAGEMENT OF THE COMPANY IS RESERVED TO THE MEMBERS

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for BRN MEDIA GROUP, LLC, at the place designated in the foregoing Articles of Organization, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,  
Initial Registered Agent

Dated: April 15, 1999 By: Debra H. Chrysler

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF BROWARD )

The undersigned member of BRN MEDIA GROUP, LLC, deposes and says:

1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is \$6,000,000.00
3. The members are not contributing property other than cash to the limited liability company.
4. The total amount of cash and property anticipated to be contributed by members is \$6,000,000.00.

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 here are true.

BRN CAPITAL HOLDING, LLC, Sole Member

By: *Michael Martin*

MICHAEL MARTIN, Manager

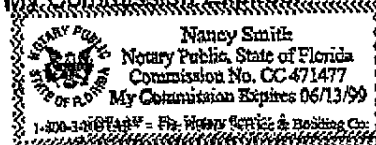
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Sworn and subscribed before me this 15 day of April 1999, by MICHAEL MARTIN, Manager of BRN Capital Holding, LLC, Sole Member of the Company, who is personally known to me and did not take an oath.

*Nancy Smith*  
Notary Public, State of Florida at Large

My Commission Expires:



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