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April 22, 1999

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Metro Media, L.L.C.

100002852081--4

-04/26/99--01134--010

****285.00 ****285.00

Dear Sir or Madam:

Enclosed please find the original and a duplicate photocopy of the Articles of Organization for Metro Media, L.L.C. Also enclosed is an Affidavit of Contributions and a Certificate Designating the Registered Agent.

My client's fees in the amount of \$285.00 are enclosed, representing the filing fee for the Articles of Organization and Affidavit as well as the fee for the Designation of Registered Agent.

Please acknowledge your receipt of this letter and the stated enclosures.

Yours very truly,



Charles D. Miner

cc: Mr. Barry Gladys
(w/ encl.)

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 PM 1:40

ARTICLES OF ORGANIZATION FOR METRO MEDIA, L.L.C.

ARTICLE I - NAME:

The name of the Limited Liability Company is:

METRO MEDIA, L.L.C.

ARTICLE II - ADDRESS:

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

P.O. Box 617101
Orlando, Florida 32861

The street address of the Limited Liability Company is:

833 Woodmeade Court
Orlando, Florida 32828

ARTICLE III - DURATION:

The existence of the Limited Liability Company will commence upon the filing of the Articles of Organization. The period of duration for the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of all members, unless the business of the Limited Liability Company is continued by the successor in interest of the last remaining member.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager and the name and address of such person who is to serve as manager is:

Barry Gladys
833 Woodmeade Court
Orlando, Florida 32828

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:

Additional members may be admitted upon the approval of a majority of the members of the Limited Liability Company, upon the written application of such new member. Additional details not inconsistent with the above shall be as provided in the Operating Agreement of the Limited Liability Company.

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ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The remaining members of the Limited Liability Company shall have the right, by majority vote, to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any one member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company. In the event the last remaining member shall die, retire, resign, become bankrupt or dissolved, the successor in interest of the last remaining member may continue the business of the Limited Liability Company.

ARTICLE VII - AMENDMENT OF ARTICLES OF ORGANIZATION:

Any amendment to those Articles of Organization shall be filed with the Secretary of State of the State of Florida and shall be consistent with Chapter 608 of the Florida Statutes. Any amendment may be adopted by a majority vote of the members of the Limited Liability Company, and any amendment shall be signed by a majority of such members. In the event a new member is added by such amendment, the amendment shall also be signed by the member to be added.

ARTICLE VIII - CONTRACTING DEBT:

Except as otherwise provided by statute, no debt shall be contracted nor liability incurred by or on behalf of this Limited Liability Company except by the Manager.

ARTICLE IX - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS:

The undersigned member certifies:

- 1) the above named Limited Liability Company has at least one member;
- 2) the total amount of cash contributed by the member is \$ 1,000.00.
- 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 is \$ 1,000.00

Barry Gladys
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.)

Barry Gladys
Typed or printed name of signer

Filing Fee: \$250.00 for Articles and Affidavit

**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: METRO MEDIA, L.L.C.

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

Barry Gladys

NAME

833 Woodmeade Court

FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE)

Orlando, Florida 32828

CITY, STATE AND ZIP

METRO MEDIA, L.L.C.

By:

Barry Gladys
Barry Gladys, Manager

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.

Barry Gladys

Barry Gladys, Resident Agent

Filing Fee: \$35 for Designation of Registered Agent