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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

German Television Florida LLC

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DIVISION OF CORPORATIONS

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<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Dissolution/Withdrawal
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M/K 5/24/99

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 24, 1999

UCC FILING & SEARCH SERVICES, INC.  
526 EAST PARK AVENUE  
TALLAHASSEE, FL 32301

SUBJECT: GERMAN TELEVISION FLORIDA, L.L.C.  
Ref. Number: W99000012068

**RUSH**

We have received your document for GERMAN TELEVISION FLORIDA, 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):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

You must include the address for all the managing members. You just listed one.

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: 699A00028539

*Resubmitted. Please backdate  
to original date of submission*

Articles of Organization for German-Television-Florida  
Florida Limited Liability Company (FS § 608.407)

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The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be ~~XXXXXXXXXXXX~~  
~~XXXXXXXXXXXX~~ GERMAN TELEVISION FLORIDA, L.L.C.

2. Definition/Duration/Continuation.

The hereafter mentioned member shall be treated in any case as a shareholder of the company.

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of the majority of 65 percent of the votes weighted in proportion to the member's relative capital account ( number of shares issued and held by the member ), however the capital account of a member is zero or negative the number of votes of the particular member is one . In case of bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the remaining members shall have the right to take over the stake of shares of the discontinuing member. In any case of terminating a membership the company shall continue unless the above mentioned majority of 65 percent decides to discontinue the business and close down the operation.

2.2 Definition of majority

Each member's vote shall be weighted in proportion to the member's Capital account = number of shares issued to the member and paid in full; however, if the capital account of a member is zero or negative the member shall have only one vote.

3. The mailing address is 2651 North Federal Highway, Suite 200, Fort Lauderdale, FL 33306. The street address is the same.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Tyler A. Gold, 2651 North Federal Highway, Suite 200, Fort Lauderdale, FL 33306.

5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority 51 percent of the votes weighted in proportion to the member's relative capital account ( number of shares issued and held by the member ), however the capital account of a member is zero or negative the number of votes of the particular member is one, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

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6. Right to Continue Business.

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. Management of Company.

The business of the Company shall be managed by:  
(all three are managing members)

- 1) Dr. Heinz Bernd Ohmen, 3600 Galt Ocean Drive, Ft. Lauderdale 33308 FL as President and CEO.
- 2) Uwe Schmidtke, as General Manager and Vice President Operation of 3600 Galt Ocean Dr., Ft. Lauderdale, FL 33308.
- 3) Tyler A. Gold, as Secretary of 2651 N. Federal Highway, Suite 200, Ft. Lauderdale, FL 33306

8. [Any other provisions the Members determine to include.]  
Optional Provisions:

Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company by any Member of this Company, unless otherwise provided herein.

Transferability of Member's Interest. An interest of a Member

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of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if the majority of 65 percent of the votes weighted in proportion to the member's relative capital account ( number of shares issued and held by the member ), however the capital account of a member is zero or negative the number of votes of the particular member is one, do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

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#### Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

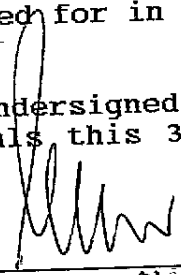
(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

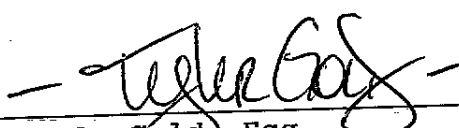
(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 30 th day of December, 1998.

  
Dr. Heinz B. Ohmen [Member]

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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

  
Tyler A. Gold, Esq.

Affidavit (F.S. § 608.407(2))

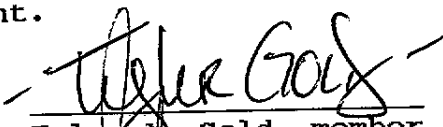
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State of Florida  
County of Broward

Before the undersigned authority personally appeared Tyler A. Gold, Dr. Heinz Bernd Ohmen and Uwe Schmidtke, who on oath say:

1. That they are members of German Television Florida, L.L.C.
2. That German Television Florida, L.L.C. has at least two members.
3. The amount of the cash and agreed value of property, assets or value of project other than cash contributed by the members is \$450,000. (cash only - no personal property.
4. The amount anticipated to be contributed by the members is \$ 1,600,000.

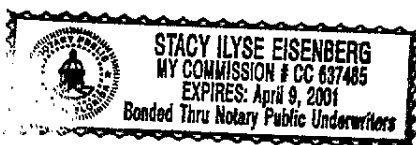
Further affiants sayeth naught.

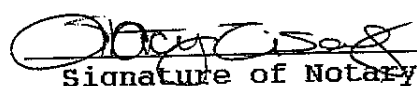
  
Tyler A. Gold, member

  
Dr. Heinz Bernd Ohmen, member

  
Uwe Schmidtke, member

Sworn to and subscribed before me this 19<sup>th</sup> day of May, 1999, by Tyler A. Gold, Dr. Heinz Bernd Ohmen and Uwe Schmidtke who are personally known to me or who have produced \_\_\_\_\_ as identification.



  
Signature of Notary  
Stacy Eisenberg  
Print, Type or Stamp  
Commissioned Name of Notary Public