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LIMITED LIABILITY COMPANY

IMS TELEVISION LLC

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**ARTICLES OF ORGANIZATION  
OF  
IMS TELEVISION LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I  
Name

The name of the limited liability company is IMS TELEVISION LLC (the "Company").

Article II  
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III  
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 4854 SW 72nd Avenue, Miami, Florida 33155.

Article IV  
Initial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower - Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

THIS DOCUMENT PREPARED BY:

Maria Elena Prio, Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Tel: (305) 376-6014

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Article V  
Unit Certificates

Each Member's interest in the Company shall be evidenced by a membership or unit certificate. The amount of capital which the initial sole Member has committed as its initial capital contribution is Two Hundred and Fifty Dollars (\$250.00), which shall be paid entirely in cash. Additional capital contributions may be received and additional units issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI  
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII  
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII  
Management


This Company shall initially be managed by a sole manager, whose name and address is Hector Botero, 4854 SW 72<sup>nd</sup> Avenue, Miami, Florida 33155. The number of managers may be increased or diminished from time to time by the Members. The manager hereby appointed by the Members shall serve until the first annual meeting of the Members, or until his successor is elected and qualified.

Article IX  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

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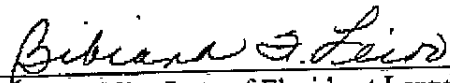
IN WITNESS WHEREOF, the undersigned authorized representative of the initial manager  
has executed these Articles the 12<sup>th</sup> day of July, 1999.

  
\_\_\_\_\_  
MARIA ELENA PRIO, Authorized Representative

STATE OF FLORIDA                    )  
  ) SS.:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 1999,  
by MARIA ELENA PRIO, who is personally known to me and who did not take an oath.

NOTARY PUBLIC - STATE OF FLORIDA  
BIBIANA F. LEIRO  
COMMISSION # CC426635  
EXPIRES 5/28/2003  
BONDED THRU ASA 1-888-NOTARY1

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires:

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability  
Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By:   
\_\_\_\_\_  
Mark J. Scheer, Vice President

Dated: July 12, 1999

FAX AUDIT NO.

H99000017007

**AFFIDAVIT**

STATE OF FLORIDA                    )  
  : SS  
COUNTY OF MIAMI-DADE            )

BEFORE ME, a Notary Public, personally appeared MARIA ELENA PRIO ("Affiant"), on behalf of the Member of **IMS TELEVISION LLC**, a limited liability company ("IMS TELEVISION"), who, deposes and states that:

1.     IMS TELEVISION has at least one member.
2.     The total initial capital contribution and anticipated capital of the initial member of IMS TELEVISION is Two Hundred Fifty and no/100 Dollars (\$250.00).
3.     Except for the cash stated in No. 2 above, there shall be no property contribution made, or anticipated to be contributed, by the Members.

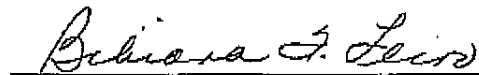
FURTHER AFFIANT SAYETH NAUGHT.



MARIA ELENA PRIO, Authorized Representative

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 1999, by MARIA ELENA PRIO, who is personally known to me and who did not take an oath.

NOTARY PUBLIC - STATE OF FLORIDA  
BIBIANA F. LEIRO  
COMMISSION # CC828935  
EXPIRES 6/29/2003  
BONDED THRU ASA 1-888-NOTARY1



Notary Public, State of Florida at Large

My Commission Expires:

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