

DAVID E. LEIGH  
ATTORNEY-AT-LAW  
CERTIFIED CIVIL AND FAMILY  
LAW MEDIATOR  
CERTIFIED ARBITRATOR  
\*\*\*\*\*

THE NEWGATE TOWER  
5150 TAMiami TRAIL NORTH  
SUITE 500  
NAPLES, FLORIDA 34103

TELEPHONE:  
941-435-9303  
FAX:  
941-435-9304

L9900000 6929

September 2, 1999

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32399

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-09/09/99--01060--011  
\*\*\*\*\*250.00 \*\*\*\*\*250.00  
200002982532--8  
-10/21/99--01072--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Benchmark, L.L.C.

Dear Reader:

Enclosed please find Articles of Organization and Acceptance of Registered Agent regarding the above-referenced corporation. Upon receipt of same, kindly file in your normal manner and return a copy to this office. Our check in the amount of \$250.00 is enclosed to cover your fee for same.

If you should have any questions or comments, please do not hesitate to contact this office.

Thank you for your attention and consideration.

Very truly yours,

Karen Leeper  
Secretary to David E. Leigh

/enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 20, 1999

KAREN LEEPER  
5150 TAMIAMI TRAIL NORTH  
SUITE 500  
NAPLES, FL 34103

SUBJECT: BENCHMARK, L.L.C.  
Ref. Number: W99000021509

We have received your document for BENCHMARK, L.L.C. and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

The name of the entity must be identical throughout the document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 599A00045914

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 11, 1999

KAREN LEEPER  
5150 TAMiami TRAIL NORTH  
SUITE 500  
NAPLES, FL 34103

SUBJECT: BENCHMARK, L.L.C.  
Ref. Number: W99000021509

We have received your document for BENCHMARK, L.L.C. and check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please accept our apology for failing to mention this in our previous letter.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The name of the entity must be identical throughout the document.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 099A00048998

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF BENCHMARK MEDIA PLUS, L.L.C.  
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I — Name:**

The name of the limited liability company (hereinafter referred to as the "Company") is "Benchmark Media Plus, Limited Liability Company."

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 1661 Outrigger Lane, Naples, Florida 34104.

**ARTICLE III — Duration:**

The period of duration of the Company shall be thirty years from the date of filing of these Articles with The Department of State.

**ARTICLE IV — Management:**

The LLC is to be managed by the members and the names and addresses of the Managing Members are:

Mark Crew  
PMB 201  
6278 N. Federal Highway  
Fort Lauderdale, Florida 3308

Bruce Barfield  
1417 Sadler Road  
Fernandina Beach, Florida 32034

Murray N. Reed, Sr.  
1661 Outrigger Lane  
Naples, Florida 34104

Murray N. Reed, Jr.  
28 Anderson Street  
Apt. 12-A  
Boston, MA 02114

**ARTICLE V — Admission of Additional Members:**

Additional members may be added to the membership only upon the unanimous consent of all members and upon such terms and conditions as the members shall specify at the time of such admission.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI — Members' Rights to Continue Business:

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of the Company, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members shall have a right to continue the business in the same manner in which it has been previously been conducted.

## ARTICLE VII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

## ARTICLE VIII — Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Benchmark *MEDIA PLUS, L.L.C.* certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is

Mark Crew	\$ 360.00
Bruce Barfield	\$ 320.00
Murray N. Reed, Sr.	\$ 160.00
Murray N. Reed, Jr.	\$ 160.00
Total Cash Contributions	\$1000.00

- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property attached and made a part hereto); and

\$ 0.00;

- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$1000.00.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 2nd day of September, 1999.

*Murray N. Reed Sr.*

MURRAY N. REED, SR.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

STATE OF FLORIDA

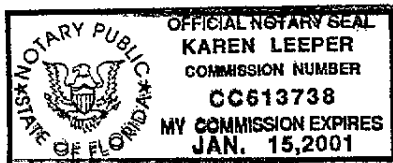
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MURRAY N. REED, SR. to me known to be the person described in and who has produced \_\_\_\_\_ as identification OR who is personally known to me, and who executed the foregoing instrument and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 2<sup>nd</sup> day of September, 1999.

NOTARY PUBLIC:

Sign: Karen Leeper



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SECRETARIO STAFF  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Organization as the Registered Agent of the above-named limited liability company to accept service of process for said corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation Act in all respects.

Dated this 2<sup>nd</sup> day of September, 1999.

  
MURRAY N. REED, SR

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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