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LAW OFFICES OF
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October 25, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

000003025480--9
-10/26/99--01066--004
***125.00 ***125.00

RE: New Media Studio, LLC

Dear Sir or Madam:

Enclosed, please find, Articles of Organization for New Media Studio, LLC, including an Acceptance of Registered Agent. Also please find a check in the amount of \$125.00 for the filing fees.

Please return in the enclosed Federal Express envelope.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

Jeane Perwin
JEAN S. PERWIN

JSP:alc
Enclosures

L99-0276

Name	ALH
Availability	
Document Examiner	<i>Je</i>
Updater	<i>Je</i>
Updater Verifier	<i>Je</i>
Acknowledgment	<i>Je</i>
W. P. Verifier	<i>Je</i>

ARTICLES OF ORGANIZATION
OF
NEW MEDIA STUDIO, L.L.C

FILED
OCT 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be New Media Studio, L.L.C ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 100 S. Biscayne Blvd., Suite 1315, Miami, Florida, 33131.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is David Marcus, 100 S. Biscayne Blvd., Suite 1315, Miami, Florida, 33131.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

FILED

59 OCT 25 PM 5:09

SECRETARY OF STATE
HALL, ALBANY, N.Y.

NAME	ADDRESS
David Marcus	1419 Shoreline Way Hollywood, FL 33019
Andrew Marcus	433 W. Briar Place, #9B Chicago, IL 60657
Greg Marcus	1700 Fox Lane Fox Point, WI 53217

of Oct 1999.

David Marcus

Andrew Marcus

Greg Marcus

FILED
OCT 26 PM 5:09
CLERK OF STATE
ALABAMA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **New Media Studio, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



David Marcus
Registered Agent

FILED
99 OCT 26 PM 5:00
SECRETARY OF STATE
TAMPA, FLORIDA