

L99 00000 9116

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4003

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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

MEDIA NOCHE CONSULTING CORPORATION, (L.L.C.)

Certificate of Status	0
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Signature	<i>[Signature]</i>
Secretary	<i>[Signature]</i>
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Acknowledgment	<i>[Signature]</i>
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**ARTICLES OF ORGANIZATION OF
MEDIA NOCHE CONSULTING, (L.L.C)**

ARTICLE I

The name of the limited liability company ("Company") is MEDIA NOCHE CONSULTING, (L.L.C.)

ARTICLE II

The mailing and street address of the Company's principal office is
1921 SW 24 Avenue, Miami, Florida 33145

ARTICLE III

The period of duration for the company is perpetual.

ARTICLE IV

The name of Company's initial registered agent in Florida is Rebeca C. Almeida. The address of Company's registered office in Florida is 7600 West 20th Avenue, Suite 222, Hialeah, Florida 33016.

ARTICLE V

The company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:

ALBERT M. SOTO

ARTICLE VI

The Manager of the company has the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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ARTICLE VII

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VIII

The power to adopt, alter amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VII.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this
10th day of Nov. at 1999.

Albert M. Soto
ALBERT M. SOTO

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Media Noche Consulting Corporation, (L.L.C), D/B/A MNCC at the place designated in the Articles of Limit Liability Company, Rebeca C. Almeida, Esq. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 12-20-99


Registered Agent

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