

THE
JULY 1964

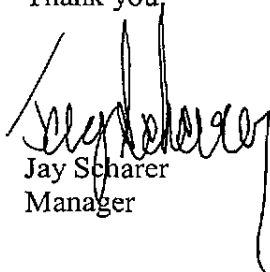
Franklin Street Media, LLC
1617 W. 22nd Street
Miami Beach, FL 33140
305-903-1903 phone
305-672-8013 Fax

December 31, 2003

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Enclosed please find the application, certificate and check for Franklin Street Media, LLC, to register as a foreign limited liability company to transact business in Florida.

Thank you


Jay Scharer
Manager

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Franklin Street Media, LLC
(Name of foreign limited liability company)
2. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-2112466
(FEI number, if applicable)
4. October 22, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Preparing to start
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1617 W. 22nd Street, Miami Beach, FL 33140

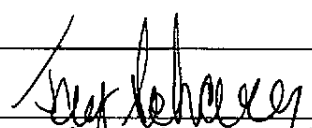
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

Jay Scharer - 1617 W. 22nd Street, Miami Beach, FL 33140

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Media


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3) F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jay Scharer

Typed or printed name of signee

04 JAN -5 PM 4:03
STATE
TALLAHASSEE FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Franklin Street Media, LLC

2. The name and the Florida street address of the registered agent and office are:

Jay Scharer

(Name)

1617 W. 22nd Street

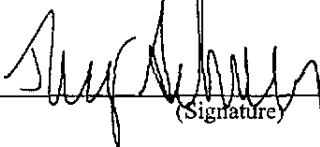
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami Beach

FL 33140

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

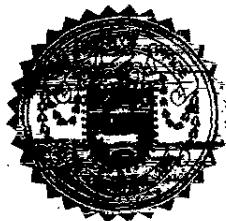
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANKLIN STREET MEDIA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRANKLIN STREET MEDIA, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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030791452

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2798996

DATE: 12-10-03