

# MATEER & HARBERT, P. A.

## ATTORNEYS AT LAW

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DAVID M. LANDIS  
JON E. KANE  
DAVID F. TEGELER

m98000000 273

VIA FEDERAL EXPRESS

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Orion Media Group, L.L.C.

Dear Sir/Madam:

Enclosed for filing, please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office and Affidavit of Membership and Contributions of Foreign Limited Liability Company. Also enclosed is our check in the amount of \$293.75. This check represents payment for the following:

\$250.00 - Filing Fee for Application and Affidavit;  
\$ 35.00 - Designation of Registered Agent; and  
\$ 8.75 - Certificate of Status.

Thank you for your prompt attention in this matter. If you have any questions, please do not hesitate to contact me.

Named Availability	3/13/98 Dec
Document Examiner	DCC
Notar	DCC
Character Verifier	DCW/slm
Acknowledgement	DCC
Enclosures	
W. P. Verifier	DCC

Very truly yours,

DAVID C. WILLIS

( \$2000.00  
Penalty  
\$392.50  
Annual  
Report )

C. TAX  
FILING 2,392.50  
R. AGENT FEE  
C. COPY  
T. P.  
N. BANK  
BALANCE DUE  
REFUND

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W98000000 5650

(Corax for)

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JON E. KANE  
DAVID F. TEGELER

March 20, 1998

**VIA FEDERAL EXPRESS**

Ms. Diane Cushing  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Orion Media Group, L.L.C.

Dear Ms. Cushing:

Per our telephone conversation earlier today, enclosed please find the following:

1. Copy of your letter dated March 13, 1998;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with attached original Certificate of Good Standing;
3. Check in the amount of \$2,392.50;
4. Federal Express envelope for your convenience in returning the Certificate of Good Standing to this office. (\$8.75, payment for the Certificate of Good Standing, was previously sent to your office).

Your assistance in this matter is appreciated. If for some reason we are missing something you require, please contact this office immediately as we are on very tight time constraints in this matter.

Very truly yours,



DAVID C. WILLIS

DCW:slm  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 13, 1998

DAVID C. WILLIS  
MATEER & HARBERT, P.A.  
P.O. BOX 2854  
ORLANDO, FL 32802-2854

SUBJECT: ORION MEDIA GROUP, L.L.C.  
Ref. Number: W98000005650

We have received your document for ORION MEDIA GROUP, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please list the complete principal's office address. This address must be a street address; a post office box is not acceptable.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 898A00013780

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Orion Media Group, L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Michigan  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 38-323-9842  
(FEI number, if applicable)
4. September 1996  
(Date of Organization)
5. 20 years  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 1996  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 225 East Robinson Street, Suite 600  
Orlando, FL 32801  
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>ValGene T. Younger</u>	<u>Mgr.</u>	<u></u>	<u></u>
<u>7045 Valley Brook</u>		<u></u>	
<u>West Bloomfield, MI 48322</u>		<u></u>	
<u>Arlene F. Younger</u>	<u>Mgr.</u>	<u></u>	<u></u>
<u>7045 Valley Brook</u>		<u></u>	
<u>West Bloomfield, MI 48322</u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**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:

Orion Media Group L.L.C.

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

David C. Willis

(Name)

225 East Robinson Street, Suite 600

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

Orlando, FL 32801

City/State/Zip

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*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.*



(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Orion Media Group, L.L.C.  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is  
(This total includes amounts from 2 and 3 above.)

\$ 60,000.00

\$ 1

\$ 60,000.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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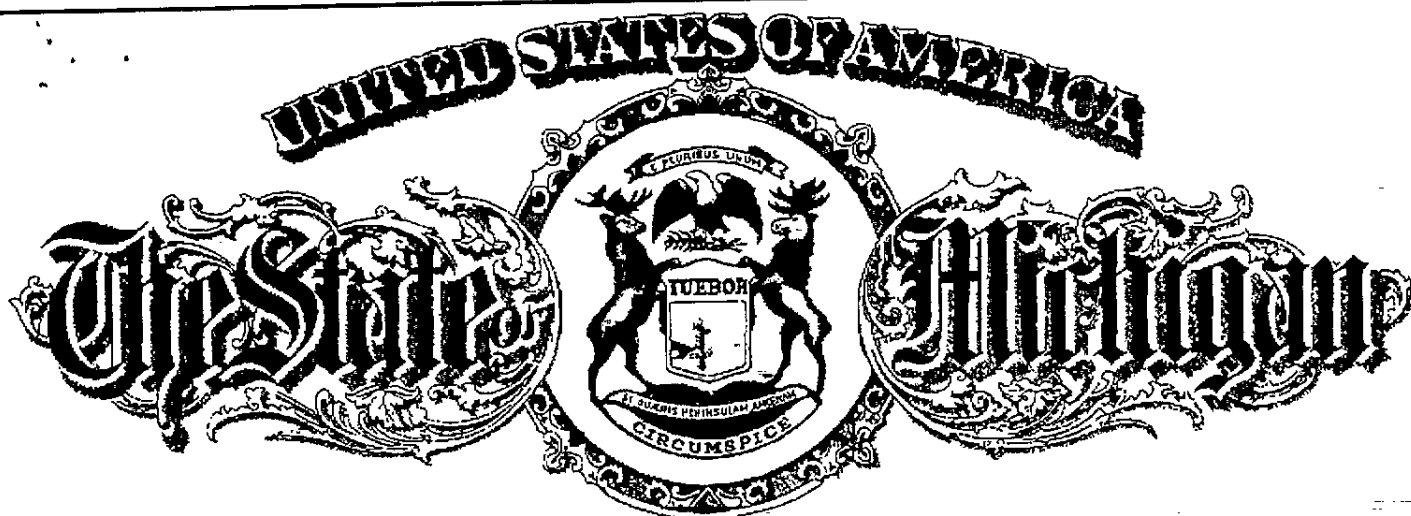


**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

ValGene T. Younger

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

ORION MEDIA GROUP L.L.C.

a Michigan limited liability company, filed Articles of Organization in this office on May 9, 1995.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 17th day of December, 1997.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 23 PM 2:19