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Tel /Fax (305) 444-7031

June 13th, 2000

Division of Corporations
FLORIDA DEPARTMENT OF STATE
P.O. BOX 6327
Tallahassee, Florida 32314

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****125.00 ****125.00

RE: CONQUISTA ENTERTAINMENT, L.L.C.

To Whom It May Concern:

We are forwarding to you for filing an original and two copies of the Articles of Organization and the Designation of Registered Agent of the above-referenced limited liability company. To this effect, please find enclosed a money order in the amount of ONE-HUNDRED AND TWENTY-FIVE DOLLARS (\$125.00) as payment in full for the filing of the documents.

In addition, we request that you stamp with the filing date one of the photocopies of the Articles of Organization and the Designation of Registered Agent and return them to us in the self-addressed, stamped envelope we have attached hereto.

If you have any questions, please feel free to contact us at your earliest convenience.

Very Truly Yours,


Alfredo Lopez-Brignoni, Esq.

fl./ enc.
cc: elb

00-7738

Name	Alfredo Lopez-Brignoni
Availability	630
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Other	Alfredo Lopez-Brignoni



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 21, 2000

ALFREDO LOPEZ-BRIGNONI, ESQ.
P.O. BOX 34-7344
CORAL GABLES, FL 33234

SUBJECT: CONQUISTA ENTERTAINMENT, L.L.C.
Ref. Number: W00000015783

FILED
00 JUN 30 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CONQUISTA ENTERTAINMENT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00035194

ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – NAME:

The name of the Limited Liability Company is:

CONQUISTA ENTERTAINMENT, L.L.C.

ARTICLE II – ADDRESS:

The street address of the principal office of the Limited Liability Company is:

525 Palermo Avenue
Coral Gables, Florida 33134

The mailing address of the initial existing member of the Limited Liability Company is:

Alfredo Lopez-Brignoni, Esq.
P.O. Box 34-7344
Coral Gables, Florida 33234

ARTICLE III – DURATION:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV – MANAGEMENT:

The Limited Liability Company is to be managed by the initial existing member and the name and address of the managing member is:

Alfredo Lopez-Brignoni, Esq.
P.O. Box 34-7344
Coral Gables, Florida 33234

ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the initial existing member to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted upon the consent of the initial existing member.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be:

The remaining members of the LLC shall have the right to continue the business of the company upon their unanimous consent.



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 the affirmation under the penalties of perjury that the facts stated herein are true.)

Alfredo Lopez-Brignoni – Managing Member

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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: Conquista Entertainment, LLC

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

Alfredo Lopez-Brignoni, Esquire

NAME

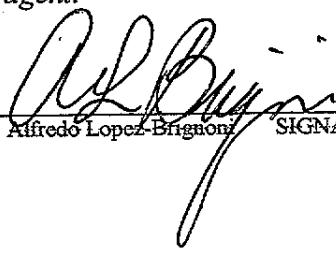
525 Palermo Avenue

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Coral Gables, Florida 33134

CITY, STATE AND 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.


Alfredo Lopez-Brignoni SIGNATURE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 30 AM 9:39

FILED