

LAW OFFICE  
**MARY M. McDANIEL**  
A PROFESSIONAL ASSOCIATION

Of Counsel  
Velborn P.

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January 17, 2002

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-01/22/02--01063--009  
\*\*\*\*125.00 \*\*\*\*125.00

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Irwin Entertainment Limited Liability Company

Enclosed are the Articles of Organization of Irwin Entertainment Limited Liability Company with a check from my firm in the amount of \$125.00. The check is to cover the costs of the filing fee, \$100.00, and \$25.00 for designation of registered agent. Although a Florida Corporation under this name was established last year, Articles of Dissolution are being filed simultaneously with this.

Please call if you have any questions.

Sincerely yours,

MARY M. McDANIEL & ASSOCIATES



MARY M. McDANIEL

FILED  
02 JAN 22 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MMM:cm

Enclosures

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**ARTICLES OF ORGANIZATION OF IRWIN ENTERTAINMENT  
LIMITED LIABILITY COMPANY**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 of Florida Statutes (2000), being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I — Name:**

The name of the Limited Liability Company is: IRWIN ENTERTAINMENT LLC.

**ARTICLE II — Address:**

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

P.O. Box 2908, Orlando, Fl 32802-2908  
712 S. Boylston St. Leesburg, Fl 34748

**Article III — Registered Agent and Registered Office**

The name and the Florida street address of the initial registered agent are:

Mary M. McDaniel  
1330 Citizens Blvd. Suite 302  
Leesburg, Fl 34748

**Article IV — Management:**

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed company.

**Article V — Member Actions**

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

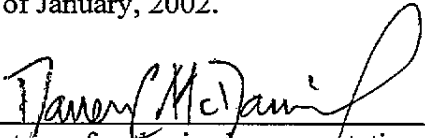
**ARTICLE VI — Operating Agreement**

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, I have signed these Articles of Organization as a member and acknowledged them to be my act this 9<sup>th</sup> day of January, 2002.

  
\_\_\_\_\_  
Signature of authorized representative

(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.)

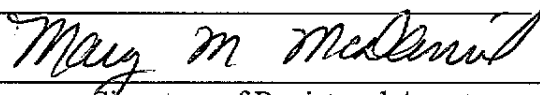
DARREN C. MCDANIEL

\_\_\_\_\_  
Typed or printed name of signee

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
\_\_\_\_\_  
Signature of Registered Agent

Mary M. McDaniel  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

FILED

**Filing Fee: \$100.00 for Articles of Organization  
\$25.00 for Designation of Registered Agent**