

L02000033469

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

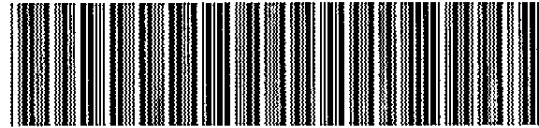
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE REGISTRATIONS
TALLAHASSEE, FLORIDA

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L02-33469
OK



ACCOUNT NO. : 072100000032

REFERENCE : 854097 7360119

AUTHORIZATION

COST LIMIT : \$ 125.00

Patricia Pizuto

ORDER DATE : December 13, 2002

ORDER TIME : 9:24 AM

ORDER NO. : 854097-001

CUSTOMER NO: 7360119

CUSTOMER: Ms. Whitney L. Belker
Ms. Whitney L. Belker
650 West Ave, #2308
Miami Beach, FL 33139

DOMESTIC FILING

NAME: GEM ENTERTAINMENT GROUP , LLC

EFFECTIVE DATE:

- _____ ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP
- XX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

GEM ENTERTAINMENT GROUP, LLC

ARTICLE II - Address:

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

650 West Avenue, #2308, Miami Beach, FL 33139

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Corporation Service Company

 Name

1201 Hays Street

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

Tallahassee FL 32301

 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 as provided for in Chapter 608, F.S.

Corporation Service Company
 By: Lynette Coleman
 Registered Agent's Signature

**Lynette Coleman
as its agent**

(An additional article must be added if an effective date is requested)

Lynette Coleman
 Signature of a member or an authorized representative of a member.

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

Lynette Coleman
 Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

MANAGING MEMBERS OF:
GEM ENTERTAINMENT GROUP, LLC

Whitney Belker
650 West Avenue, #2308
Miami Beach, FL 33139

John D. Geraci
13043 San Mateo
Coral Gables, FL 33156

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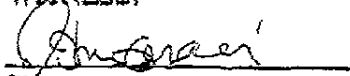
LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of GEM ENTERTAINMENT GROUP, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

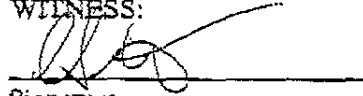
This Limited Power of Attorney is executed on this 12 day of December, 2002.


Signature

Whitney Belker
Print Name of Signer

WITNESS:

Signature

John Graci
Print Name of Witness

WITNESS:

Signature

CARINA SCHUSTERMAN
Print Name of Witness

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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