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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

JAY ANDREW BRETT

JOHN F STEWART +

CRAIG R. HERSCH**

D. HUGH KINSEY, JR.

OF COUNSEL

JOHN W. SHEPPARD *

- * BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
- · CERTIFIED PUBLIC ACCOUNTANT (FL)
- + ALSO ADMITTED IN IOWA

Firm Established 1924

MAIN OFFICE:

2121 WEST FIRST STREET FORT MYERS, FLORIDA 33901 (239) 334-1141 PHONE

(239) 334-3965 FAX

PLEASE REPLY TO:

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FORT MYERS, FL 33902

www.sbshlaw.com

SOUTH LEE COUNTY OFFICE: 16521 SAN CARLOS BLVD. #104-D

FORT MYERS, FLORIDA 33908 (239) 489-1277 PHONE

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JOHN K. WOOLSLAIR (1908-1968) W. A. SHEPPARD (1898-1971)



May 22, 2003

Corporate Records Bureau Division of Corporations P. O. Box 6327 Tallahassee, Florida 32301

Re:

TOMPEG PRODUCTIONS, LLC

Dear Sirs:

Enclosed herewith are proposed Articles of Organization in reference to the captioned limited liability company. Also enclosed is our check in the amount of \$125.00 to cover the following:

Filing Fee
Resident Agent Fee

\$ 100.00

Resident Agent Fee \$ 25.00

\$ 125.00

If the Articles of Organization meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Organization.

Sincerely,

SHEPPARD, BREATT, STEWART, HERSCH, & KINSEY, P.A.

D. Hugh Kinsey, Jr.

DHK:dlb Enclosures KS-4899

ARTICLES OF ORGANIZATION OF

TOMPEG PRODUCTIONS, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be TOMPEG PRODUCTIONS, LLC ("Company"). The principal office of the Company shall be 1404 Dean Street, Fort Myers, Florida 33901.

ARTICLE II MAILING ADDRESS

The mailing address of the Company shall be: 1404 Dean Street, Fort Myers, Florida 33901.

ARTICLE III DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE IV PURPOSES AND POWERS

The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE V REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is THOMAS C. CHASE, of 1404 Dean Street, Fort Myers, Florida 33901.

ARTICLE VI ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The names and address of the members of the Company are:

<u>NAME</u>

ADDRESS

THOMAS C. CHASE

1404 Dean Street Fort Myers, Florida 33901

Thomas C Chase

STATE OF FLORIDA

Having been named as registered agent and to accept service of process for TOMPEG PRODUCTIONS, LLC, at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

ACCEPTANCE OF REGISTERED AGENT

Thomas C. Charle

Date