

Division of Corporations

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**Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
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DIVISION OF CORPORATION

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RECEIVED

LIMITED LIABILITY COMPANY

Winslow Productions II LLC

EFFECTIVE DATE

7-7-05

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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Fax Audit Number: H05000050155 3

**ARTICLES OF ORGANIZATION
OF
WINSLOW PRODUCTIONS II LLC**

EFFECTIVE DATE2-25-05

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: WINSLOW PRODUCTIONS II LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 1725 University Drive, Suite 450, Coral Springs, Florida 33071, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is David J. Powers, P.A.

ARTICLE IV

This limited liability company shall commence its existence as of the execution hereof on February 25, 2005, and shall exist perpetually thereafter unless sooner dissolved.

ARTICLE V

This limited liability company shall be a manager-managed company. The initial manager shall be VCG Entertainment, I.C., a Florida limited liability company, which shall serve as the company's manager until its dissolution, resignation or removal in accordance with the terms of the company's Operating Agreement.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 25th day of February, 2005.

David J. Powers, P.A., a Florida
professional service corporation, as
Authorized Representative

By: 

David J. Powers, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is WINSLOW PRODUCTIONS II LLC.

SECOND -- The name and address of the registered agent and office is:

David J. Powers, P.A.
7777 Glades Road
Suite 300
Boca Raton, Florida 33434

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.

Dated this 25th day of February, 2005.

David J. Powers, P.A., a Florida professional
service corporation, as Registered Agent

By: 

David J. Powers, President

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