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LIMITED LIABILITY COMPANY

KWM ENTERTAINMENT, LLC

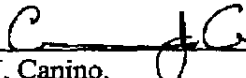
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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 28th day of April, 2005.



Carlos J. Canino,
Authorized Representative of the Members

SECRETARY OF STATE
CORPORATE SERVICES
MAY 10 2005

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

- 1. The name of the Company is KWM Entertainment, LLC.
2. The name and street address of the registered agent and office are:

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. c/o Carlos J. Canino, Esq. 150 West Flagler Street Museum Tower, Suite 2200 Miami, Florida 33130

Dated: 28 April, 2005

Signature of Carlos J. Canino, Authorized Representative of the Members

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Registered Agent: STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

Dated: 28 April, 2005

By: Signature of Carlos J. Canino

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