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((H97000013103 1))

: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

ME: CLASSIC ROMANCE PRODUCTIONS, L.L.C., INC.

AUDIT NUMBER.....H97000013103

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

* ENTER 'M' FOR MENU. **

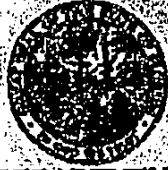
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1997

EMPIRE

SUBJECT: CLASSIC ROMANCE PRODUCTIONS, L.L.C., INC.
REF: W97000018457

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of a limited liability company must end with the words "LC, LLC, or LIMITED COMPANY".

Pursuant to section 608.409, Florida Statutes, the effective date specified in the Articles of Organization must be within 5 days of the date of filing for a prior effective date or no later than 90 days after the date of filing.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000013103
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**ARTICLES OF ORGANIZATION
OF
CLASSIC ROMANCE PRODUCTIONS, L.L.C.**

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of this Limited Liability Company is CLASSIC ROMANCE PRODUCTIONS, L.L.C.

ARTICLE II - DURATION

The period of duration for this Limited Liability Company shall be perpetuity, and this Limited Liability Company shall be deemed to have been created on August 12, 1997.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of rendering entertainment, video production, distribution and related products and services and transacting any and all lawful business permitted for such Limited Liability Company under Chapters 608 and 621 of the Florida Statutes.

ARTICLE IV - MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE

The initial mailing and street address of the principal office is:

6794 Giralda Circle
Boca Raton, FL 33433

This instrument Was Prepared By:
Alan B. Koslow, Esq. FBN. 342264
Becker & Poliskoff, P.A.
3111 Stirling Road
Fort Lauderdale, FL 33312-6526
954-987-7550

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ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent is:

VERNA SHORE
6794 Giralda Circle
Boca Raton, FL 33433

ARTICLE VI - ADDITIONAL MEMBERS

By the written consent of a majority of the members, additional members may be admitted upon the terms and conditions agreed to by a majority of the members.

ARTICLE VII - TERMINATION

This Limited Liability Company shall terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of fifty (50%) percent of the members.

ARTICLE VIII - MANAGEMENT

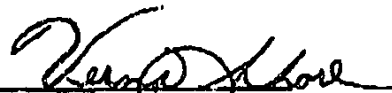
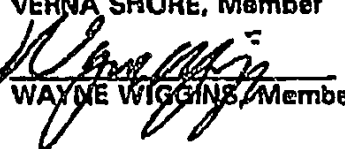
The management of this Limited Liability Company is reserved to the members whose names and addresses are:

VERNA SHORE
6794 Giralda Circle
Boca Raton, FL 33433

WAYNE WIGGINS
6784 Giralda Circle
Boca Raton, FL 33433

IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company, and any such amendment requires the unanimous written consent of all of the Members of the Company.


VERNA SHORE, Member

WAYNE WIGGINS, Member

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SWORN AND SUBSCRIBED before me this 12 day of August, 1997, by
VERNA SHORE.

My Commission Expires:



Colleen LaPlant
MY COMMISSION # 00377170
June 18, 2001
EXPIRES 180 DAYS FROM DATE OF ISSUANCE

Colleen LaPlant
NOTARY PUBLIC, STATE OF FLORIDA

Colleen LaPlant
Printed Name of Notary Public

SWORN AND SUBSCRIBED before me this 5 day of August, 1997, by
WAYNE WIGGINS.

My Commission Expires:



ROBERT D ROTH
My Commission 00377170
Expires June 01, 1998
Issued by HJJ
800-422-1866

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

Robert Roth
Printed Name of Notary Public

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

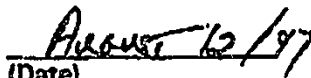
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is CLASSIC ROMANCE PRODUCTIONS, L.L.C.
2. The name and address of the registered agent and office is:

VERNA SHORE
6794 Giralda Circle
Boca Raton, FL 33433

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.


(Signature)


(Date)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CLASSIC ROMANCE PRODUCTIONS, L.L.C., deposes and says:

- 1. the above-named limited liability company has at least two members;
- 2. the total amount of cash contributed by the member(s) is \$ 6500 .⁰⁰ ;
- 3. if any, the agreed value of property other than cash contributed by member(s) is \$ 6500 . description of the property is attached and made a part hereof;
- 4. the total amount of cash or property anticipated to be contributed by member(s) is \$ 250,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member
(In accordance with section 605.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of CLASSIC ROMANCE PRODUCTIONS, L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of CLASSIC ROMANCE PRODUCTIONS, L.L.C.



VERNA SHORE

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