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LAW OFFICE OF C. RANDOLPH COLEMAN, P.A.
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January 8, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***113.75 ***113.75

Re: **MEDIAMAN PRODUCTIONS, LTD.**

Dear Ladies and Gentlemen:

A02-63

Please find enclosed the original and one copy of the Certificate of Limited Partnership and Affidavit of General Partner, and Certificate Naming Agent Upon Whom Process May Be Served for a new limited partnership, MEDIAMAN PRODUCTIONS, LTD., together with our check in the amount of \$113.75 in payment of the appropriate filing fees. The fees should be allocated as follows:

Filing Fee	\$	70.00
Amendment	\$	35.00
Certificate of Status	\$	8.75

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We will appreciate your filing the enclosed documents, and returning to this office a Certificate of Status.

Your assistance and cooperation in this matter are greatly appreciated.

Sincerely yours,

C. Randolph Coleman
Attorney at Law

Enclosures
CRC/smr

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**CERTIFICATE OF LIMITED PARTNERSHIP
MEDIAMAN PRODUCTIONS, LTD.**

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith (Called "Articles of Limited Partnership"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains each statement required by §620.108 of the Florida Revised Limited Partnership Act.

**ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP**

The name of the Limited Partnership is MEDIAMAN PRODUCTIONS, LTD.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: C. Randolph Coleman	Street: 9250 Baymeadows Road, Suite 230 City: Jacksonville, Fl 32256-1813
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The registered agent is an individual who is a resident of Florida and whose business office is the Partnership's registered office.

**ARTICLE 3
PRINCIPAL OFFICE**

The address of the principal office in the United States where the records of the Partnership are to be maintained is:

Agent: ALLAN MATTHEWS	Street: 575 Crandon Blvd., #905. City: Key Biscayne, Fl 33149
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The records maintained and to be maintained at this office are those prescribed by §620.16 of the Florida Revised Limited Partnership Act. The address for the principal office is the mailing address for the limited partnership.

**ARTICLE 4
NAME, ADDRESS OF THE GENERAL PARTNER**

The name, the mailing address, and the street address of the business or residence of the General Partner is:

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Agent: ALLAN MATTHEWS	Street: 575 Crandon Blvd., #905. City: Key Biscayne, Fl 33149
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ARTICLE 5
NATURE OF BUSINESS PERMITTED

The Partnership is formed to engage in any lawful business, subject only to the requirements of §620.107 of the Florida Revised Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

ARTICLE 6
SUCCESSOR TO GENERAL PARTNER

The Articles of Limited Partnership provide: "If a General Partner, serving alone, ceases to serve for any reason, and if the Limited Partners have not elected a new General Partner within 90 days from the effective date of withdrawal of a General Partner, it is agreed that, without amendment to these Articles, the following persons will serve as the General Partner (called "Successor General Partner")."

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Agent: Adam Seskin and Brian Seskin	Street: 575 Crandon Blvd., #905 City: Key Biscayne, Fl 33149
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The designated Successor General Partner will not have the duties nor the liability of a General Partner until such time as the successor actually assumes the position of a General Partner. A General Partner who ceases to be a General Partner will not be personally liable for the debts and obligations of the Partnership incurred following the termination of his or her or its service as a General Partner. The Successor General Partner will have the right and authority to execute an amendment to the Certificate of Limited Partnership in the event the General Partner, who has ceased to serve, is unable - by reason of death, disability, absence, or refusal, to execute the Certificate as Attorney-in-Fact for the withdrawing General Partner.

ARTICLE 7
GENERAL PARTNER'S AUTHORITY TO
EXECUTE ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner, with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Articles and the Certificate of Limited Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

1. reflect the exercise by the General Partner of any of the powers granted to him under these Articles;
2. reflect any amendments made to these Articles;
3. reflect the admission or withdrawal of a General or Limited Partner; and
4. may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

ARTICLE 8
 AUTHORITY OF ANOTHER TO EXECUTE
 ANY AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

The articles of Limited Partnership of MEDIAMAN PRODUCTIONS, LTD. provide: "In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

1. the remaining General Partner or Partners, if more than one General Partner is then serving and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
2. if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and at least 100 percent in interest of the Limited Partners.

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Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

In the event §620.197 of the Florida Revised Limited Partnership Act should require dissolution of the Partnership due to death, disability, resignation, or removal of a General Partner, or other event of withdrawal, the Partnership will nonetheless be reconstituted and will continue as provided by § 620.157(4) of the Florida Revised Limited Partnership Act.

ARTICLE 9
 LIMITATION UPON THE SALE
 OR OTHER TRANSFER OF A PARTNERSHIP INTEREST

The Articles of Limited Partnership prohibit a sale or other transfer of a partnership interest without the consent of at least 100 percent in interest of the Limited Partners. The following disclosures are and have

been made in the Articles of Limited Partnership and the individual subscription contracts of the Limited Partners.

THE UNITS OR PERCENTAGES OF OWNERSHIP OF MEDIAMAN PRODUCTIONS, LTD. HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D (enacted by the Securities and Exchange Commission effective April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

THE PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION.

THE LIMITED PARTNERSHIP INTERESTS OF MEDIAMAN PRODUCTIONS, LTD. HAVE NOT AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF MEDIAMAN PRODUCTIONS, LTD. MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO MEDIAMAN PRODUCTIONS, LTD..

ARTICLE 10

LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO DISSOLVE

The initial term of this Partnership is for a period of years that begins as of the date of this instrument and which ends on August 31, 2021, hereinafter called "initial term." The Partnership will then continue until August 31, 2041, hereinafter called "secondary term" The Partnership may be terminated and dissolved at any time in the initial term in a manner provided by law and in the secondary term by vote of at least 100 percent in interest of the Limited Partners, to terminate and dissolve. The consent to dissolutions shall not be required of the General Partner as to his or her or its interest as a General Partner. The Partnership also will terminate at any time it does not have at least one Limited Partner.

ARTICLE 11

AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner acknowledges and states that he is authorized to execute and file this Certificate for and on behalf of the MEDIAMAN PRODUCTIONS, LTD.

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EXECUTED IN DUPLICATE ORIGINAL this 22nd day of August, 2001.

GENERAL PARTNER

BY: *[Signature]*
ALLAN MATTHEWS
FDL M32000041022-0

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, on this day personally appeared ALLAN MATTHEWS known to me to be the person whose name is subscribed to the foregoing instrument and has acknowledged to me that he executed the same for the purposes and considerations therein expressed. and as the authorized representative MEDIAMAN PRODUCTIONS, LTD.

SWORN AND SUBSCRIBED TO before me, ~~this 22nd day of August, 2001.~~
11th DAY OF OCTOBER, 2001

[Signature]
Notary Public, State of Florida
Name: XIOMARA SANCHEZ.
My Commission expires:



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The undersigned, ALLAN MATTHEWS, the General Partner of MEDIAMAN PRODUCTIONS, LTD., a limited partnership, being duly sworn, declares under oath that:

- 1. The initial contributions to the partnership by the limited partners are as follows:

Allan Matthews, as general partner	\$100.00
Allan Matthews, as limited partner	\$9,500.00
Adam Seskin, as limited partner	\$100.00
Brian Seskin as limited partner	\$100.00
Beatriz Matthews, as custodian for Christopher Matthews, As limited partner	\$100.00
Beatriz Matthews, as custodian for Analiese Matthews, As limited partner	\$100.00

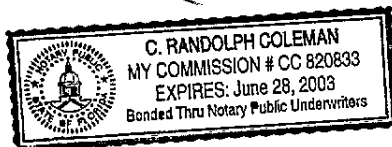
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- 2. Additional contributions, if any, may be requested by the General Partner, but will be required only by unanimous written consent of the limited partners. No additional contributions are anticipated.

ALLAN MATTHEWS
GENERAL PARTNER

SUBSCRIBED AND SWORN TO
before me, this 8th day of SEPTEMBER, 2001

Notary Public, State of Florida
Name: _____
My Commission Expires: _____



**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to § 48.091, Florida Statutes, the following is submitted by unanimous written consent of the General Partners:

That MEDIAMAN PRODUCTIONS, LTD., a limited partnership duly organized and existing under the laws of the State of Florida, with its registered office being at 9250 Baymeadows Road, Suite 230, Jacksonville, County of Duval, State of Florida, has named C. RANDOLPH COLEMAN, ESQUIRE, as its registered agent as such office to accept service of process within this State.

By: 
ALLAN MATTHEWS

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Date: August 20, 2001

ACCEPTANCE

Having been named to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping said office.


C. Randolph Coleman, Esq.