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ACCOUNT NO. : 072100000032

REFERENCE : 605462 11645A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 155.00

ORDER DATE : February 29, 2000

ORDER TIME : 11:09 AM

ORDER NO. : 605462-005

CUSTOMER NO: 11645A

200003151632--9

CUSTOMER: Allan M. Lerner, Esq
LERNER & PEARCE, P.A.
LERNER & PEARCE, P.A.
2888 East Oakland Park Blvd.

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: HAVANA BAY PRODUCTIONS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 FEB 29 PM 12:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

00 FEB 29 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
2-29-00

**ARTICLES OF ORGANIZATION FOR
HAVANA BAY PRODUCTIONS L.L.C**

ARTICLE I- Name:

The name of the Limited Liability is:

HAVANA BAY PRODUCTIONS, L.L.C.

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**200 Knuth Road, Suite 100
Boynton Beach, Florida 33436**

ARTICLE III- Duration:

The period of duration for the Limited Liability Company shall be:
Perpetual

ARTICLE IV- Management:

The Limited Liability Company is to be a manager-managed by one or more managers, and the name and address of the initial manager is:

**Global Pictures, Inc.
2020 Knuth Road, Suite 100
Boynton Beach, Florida 33436**

ARTICLE V-Name and Address of the Initial Registered Agent

The initial registered agent is: Allan M. Lerner, 2888 East Oakland Park Boulevard, Fort Lauderdale, FL 33306

ARTICLE VII-CLASSES OF MEMBERSHIP

There shall be two (2) classes of members within Havana Bay Productions, L.L.C.:

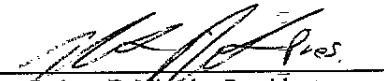
Class A members and Class B members, whose rights shall be set forth in the Operating Agreement.

ARTICLE VIII- VOTING RIGHTS OF MEMBERS

Class A Members shall be voting
Class B Members shall be non-voting.

GLOBAL PICTURES, INC.

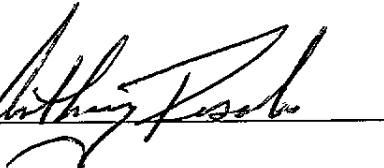
By


Robert F. Nittolo, President
Initial Member

2/26/00

Date

By



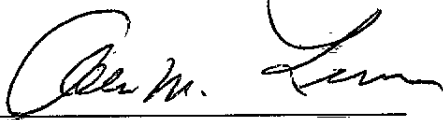
2/28/00

Date

00 FEB 29 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Anthony M. Rosamilia, Vice President
Initial Member



Allan M. Lerner, Registered Agent

Date *February 28, 2000*

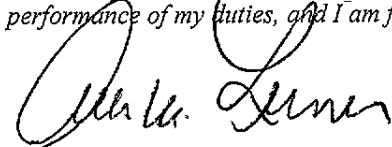
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

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: Havana Bay Productions, L.L.C.
2. The name and address of the Registered Agent and Office is:

Allan M. Lerner
2888 East Oakland Park Boulevard
Fort Lauderdale, FL33306

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 a registered agent.



Allan M. Lerner
Registered Agent

Date *February 28, 2000*

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA