



ACCOUNT NO. : 072100000032

REFERENCE : 610909 10764A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 3, 2000

ORDER TIME : 12:57 PM

ORDER NO. : 610909-005

CUSTOMER NO: 10764A

CUSTOMER: Charles D. Hood, Jr., Esq
SMITH HOOD PERKINS LOUCKS
SMITH HOOD PERKINS LOUCKS
Suite 900
444 Seabreeze Boulevard
Daytona Beach, FL 32118

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-03/03/00-01122-002
****160.00 ****160.00

DOMESTIC FILING

NAME: HARLEY ENTERTAINMENT, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

100-2472

Name	
Availability	3-3
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	

FILED
00 MAR -3 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR -3 PM 2:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HARLEY ENTERTAINMENT, L.L.C.
A Florida Limited Liability Company**

The undersigned (the "Member") acting as the organizer of Harley Entertainment, L.L.C., ("Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the limited liability company is:

Harley Entertainment, L.L.C.

ARTICLE 2

PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

ARTICLE 3

INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS
AND PRINCIPAL OFFICE OF THE COMPANY

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Charles D. Hood, Jr. The street address of the Company's initial registered office is 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

B. Principal Place of Business. ^{Mailing address} The street address of the Company's principal office is 290 North Beach Street, Daytona Beach, FL 32114.

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TALLAHASSEE, FLORIDA

ARTICLE 4

ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all the existing Members of the Company.

ARTICLE 5

MANAGER

The name and business address of the initial Manager of the Company is: Bruce O. Rossmeier, 290 North Beach Street, Daytona Beach, FL 32114. Should the foregoing named Manager be unable to serve in this capacity, in such event the business of the Company shall be managed by a Manager elected by the Members holding seventy-five (75%) of the then outstanding contributed and not returned capital of the Company. The Manager is required to be a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and further provided in the Operating Agreement adopted by the Company.

ARTICLE 6

PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.4081, Florida Statutes, and shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement adopted by the Company.

ARTICLE 7

CONTINUATION OF BUSINESS

The remaining Member or Members of the Company shall have the right to continue the business of the Company upon the retirement, resignation, expulsion, bankruptcy or dissolution of a Member.

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TALLAHASSEE, FLORIDA

ARTICLE 8

AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the written approval by a majority of the Members of the Company and the approval of the Manager of the Company.

ADOPTION OF OPERATING AGREEMENT

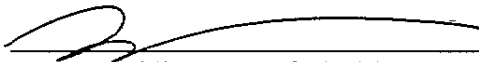
The Company shall adopt an Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Florida Statutes.

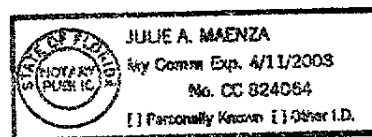
In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.


Bruce O. Rossmeyer, Managing Member

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 1 day of March, 2000, by Bruce O. Rossmeyer, who is personally known to me or who has produced Personally Known as identification.


Notary Public, State of Florida at Large



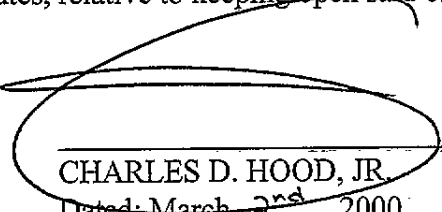
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to §608.415(2), Florida Statutes, the following is submitted to the Secretary of State of Florida:

That Harley Entertainment, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 444 Seabreeze Boulevard, Suite 740, Daytona Beach, FL 32118, has named Charles D. Hood, Jr., as its registered agent to accept service of process within the State of Florida.

That the undersigned, Charles D. Hood, Jr., having been named to accept service of process for Harley Entertainment, L.L.C., at 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118, in the Articles of Organization, does hereby agree to act in this capacity, and agrees to comply with the provisions of §608.415, Florida Statutes, relative to keeping open said office.


CHARLES D. HOOD, JR.

Dated: March 2nd, 2000

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00 MAR -3 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA