

L0000000005745<sup>6</sup>

**Charles R.L. White**

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May 5, 2000

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

000003242620--7  
-05/08/00--01093--015  
\*\*\*125.00 \*\*\*125.00

Re: Fun Planet Entertainment, LLC.

Dear Sirs:

W-12397

In connection with the above-referenced corporation, enclosed are an original and one photocopy of the Articles of Organization of the above limited liability company, to be filed with the Secretary of State.

Please date-stamp the copy and return it to me in the enclosed self-addressed, stamped envelope.

Also enclosed is my check in the amount of \$125.00, payable to the Secretary of State, representing the filing fee.

Thank you.

Sincerely,

*Charles R.L. White*  
Charles R.L. White *by KA*

CRLW/ks  
Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 11, 2000

CHARLES R.L. WHITE  
725 NORTH A1A, STE E102  
JUPITER, FL 33477

SUBJECT: FUN PLANET ENTERTAINMENT, LLC  
Ref. Number: W00000012397

We have received your document for FUN PLANET ENTERTAINMENT, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 900A00026507

**ARTICLES OF ORGANIZATION**  
**FOR**  
**FUN PLANET ENTERTAINMENT, LLC.**

**ARTICLE I - NAME**

The name of this limited liability company shall be FUN PLANET ENTERTAINMENT, LLC.

**ARTICLE II - DURATION**

The limited liability company shall have perpetual existence.

**ARTICLE III - PURPOSE AND POWERS**

(A) Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

(B) Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

**ARTICLE IV - PRINCIPAL OFFICE**

The mailing address and the street address of this limited liability company shall be 75 Mill Street, Newport, Rhode Island 02840.

**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

CHARLES R.L. WHITE, ESQUIRE  
725 North A1A, Suite E-102  
Jupiter, Florida 33477

## ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

## ARTICLE VII - INITIAL MANAGER

(A) This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one (1) manager. The number of managers of this company may be changed in accordance with regulations of the company. The name and address of the initial manager is as follows:

Jeffrey M. Farrar  
75 Mill Street  
Newport, Rhode Island 02840

(B) The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or resignation.

## ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

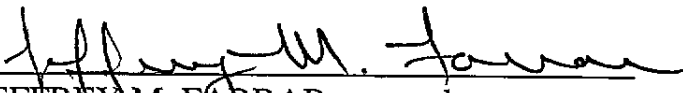
## ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

**ARTICLE X - AMENDMENT**

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5th day of May, 2000.

  
JEFFREY M. FARRAR, a member

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

The name of the limited liability company is FUN PLANET ENTERTAINMENT, LLC.

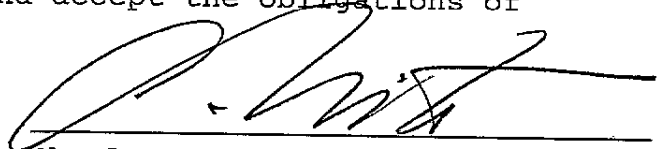
The name and address of the registered agent and office is:

CHARLES R.L. WHITE, ESQUIRE  
725 North A1A, Suite E-102  
Jupiter, Florida 33477

Having been named as registered agent and to accept service of process for the above-named 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.

DATED: May 5, 2000

  
Charles R.L. White