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CAPITAL CONNECTION, INC
417 E. Virginia Street, Suite 200 Tallahassee, Florida 32302
(850) 224-8800 1-800-542-8002 Fax (904) 222-1122

Castle Productions
LLC

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****130.00 ****130.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ✓ ___ Photo Copy
- ✓ ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____
Requested by: BS Date: 6/6/00 Time: 1:10
Name _____ Will Pick Up _____
Walk-In _____

ARTICLES OF ORGANIZATION
OF
CASTLE PRODUCTIONS, LLC

A LIMITED LIABILITY COMPANY
(Pursuant to § 607.408, Florida Statutes)

1. Name. The name of the limited liability company is Castle Productions, LLC.
2. Purpose. The purpose of this limited liability company shall be the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.
3. Address of Principal Office. The address of the principal office of the limited liability company is 5790 Ithaca Circle East, Lake Worth, FL 33463.
4. Term. The term of this limited liability company shall be perpetual.
5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.
6. Duration. The duration of the limited liability company shall be perpetual.
7. Management. Management of the limited liability company shall be by the initial managers whose names and addresses are as follows:

Frank Dichazi
5790 Ithaca Circle East
Lake Worth, FL 33463

Thomas J. Vigne
20846 Pinar Trail
Boca Raton, FL 33433

8. Admission of New Members. With the written unanimous consent of the managers, new members may be admitted into the limited liability company upon the payment of such capital contribution and upon such terms as the managers unanimously decide. In the event that new members are admitted into the limited liability company, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between the managers and the new member.

9. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member

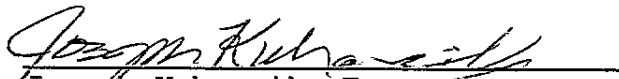
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in the limited liability company as further set forth in the Operating Agreement of the limited liability company.

10. Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the registered agent are:


Joseph Kuharcik
1211 The Plaza
Singer Island, Florida 33404

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 as provided for in Chapter 608, F.S.


Joseph Kuharcik, Esq.,
Registered Agent

11. Operating Agreement. The power to adopt, alter, amend, or repeal the operating agreement of the limited liability company is vested in the managers of the limited liability company.

Dated this 5 day of June, 2000.


Frank Dichazi, Member

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

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