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L-7218

LIMITED LIABILITY AMENDMENT

ANDREW BRANDON ENTERTAINMENT, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**  
**FOR**  
**ANDREW BRANDON ENTERTAINMENT, L.L.C.**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the Articles of Organization for Andrew Brandon Entertainment, L.L.C., which were originally filed on June 20, 2000, are restated in their entirety to read as follows:

**ARTICLE I - NAME**

The name of the Limited Liability Company is ANDREW BRANDON ENTERTAINMENT, L.L.C., which is its original name and which has never been amended.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 11849 N.W. 12<sup>th</sup> Drive, Coral Springs, FL 33071.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER UNITS**

The Limited Liability Company is authorized to issue 10,000 units of membership interest, which units shall evidence the interest of the members of the Limited Liability Company, which units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V - MANAGEMENT**

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

Prepared by Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

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5.2 The number of members of the board of managers may be diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the manager of the Limited Liability Company are:

Jack Victor Koussevitzky  
11849 N.W. 12<sup>th</sup> Drive  
Coral Springs, FL 33071

#### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning all of the issued and outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning all of the Issued and outstanding Member Units of the Limited Liability Company.

#### ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon 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 of the Limited Liability Company, upon the approval of members owning a majority of the Issued and outstanding Member Units of the Limited Liability Company.

#### ARTICLE VIII - WITHDRAWAL

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice and (ii) with the unanimous consent of all the members.

#### ARTICLE IX - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and all of the members may consent to a distribution.

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**ARTICLE X - OFFICERS**

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

**ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION**


All, but not less than all, of the members may consent to an amendment to the Articles of Organization.

**ARTICLE XII - INDEMNIFICATION**

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law."

The above Amended and Restated Articles of Organization for Andrew Brandon Entertainment, L.L.C. were authorized by all the members of Andrew Brandon Entertainment, L.L.C. on AUGUST 10, 2001.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Restated and Amended Articles of Organization this 10 day of AUGUST, 2001.

  
JACK VICTOR KOUSSEVITZKY, Manager and  
authorized representative of the members  
of the Limited Liability Company

(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.)

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

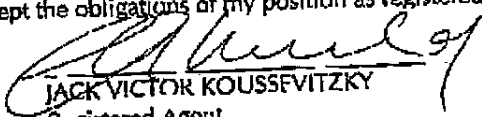
P.05/05

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is ANDREW BRANDON ENTERTAINMENT, L.L.C.
2. The name and the Florida street address of the registered agent are:

Jack Victor Koussevitzky  
11849 N.W. 12<sup>th</sup> Drive  
Coral Springs, FL 33071

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.

  
JACK VICTOR KOUSSEVITZKY  
Registered Agent

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