



THE UNITED STATES  
CORPORATION  
COMPANY

L 00000010464

ACCOUNT NO. : 072100000032

REFERENCE : 816165 4336650

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ .155.00

ORDER DATE : August 30, 2000

ORDER TIME : 11:18 AM

000003377540--4

ORDER NO. : 816165-005

CUSTOMER NO: 4336650

CUSTOMER: Jonas C. Packer, Esq  
Baker & McKenzie

19th Floor  
1200 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: ORPHEUS PRODUCTIONS, LLC

EFFECTIVE DATE: *(4)*

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
00 AUG 30 PM 12:21  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32399

FILED  
00 AUG 30 PM 4:34  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*B/K 8/30*

**ARTICLES OF ORGANIZATION**

**OF**

**ORPHEUS PRODUCTIONS, LLC**

**a Florida limited liability company**

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1. The name of this limited liability company is **ORPHEUS PRODUCTIONS, LLC** (the "Company").
2. The Company is being formed for the following purposes:
  - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
  - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
  - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

910 West Avenue, Suite 1018  
Miami Beach, Florida 33139

4. The name and address of the registered agent of the Company is:

Christian Phillip Wagner, III  
910 West Avenue, Suite 1018  
Miami Beach, Florida 33139

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the

members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

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7. The Company is to be managed by one or more managers. The name and address of the initial manager is as follows:

Christian Phillip Wagner, III  
910 West Avenue, Suite 1018  
Miami Beach, Florida 33139

8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, managers, officers, resident agents or employees, or former members, managers, officers, resident agents or employees to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee, manager, resident agent or member as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee, member, resident agent or manager may be entitled as a matter of law or which she may be lawfully granted.


IN WITNESS WHEREOF, the undersigned member of **ORPHEUS PRODUCTIONS, LLC** has executed these Articles of Organization this 28 day of August, 2000.

**MEMBER:**

  
\_\_\_\_\_  
Christian Phillip Wagner, III

## ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **ORPHEUS PRODUCTIONS, LLC**, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

  
Christian Phillip Wagner, III, Registered Agent

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