

Division of Corporations

Page 1 of 2

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Fax Number : (850) 922-4003

From:

Account Name : JOHN E. AURELIUS

Account Number : 110334002346

Phone : (954) 772-8222

Fax Number : (954) 772-8759

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

AFI Sports Management Group, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	07
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 5, 2000

JOHN E. AURELIUS

SUBJECT: AFI SPORTS MANAGEMENT GROUP, LLC
REF: W00000024154

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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) 487-6958.

Lee Rivers
Document Specialist

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Letter Number: 700A00052747

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**ARTICLES OF ORGANIZATION
OF
AFI SPORTS MANAGEMENT GROUP, LLC**

The undersigned, for the purposes of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization:

Article I

Name

The name of the limited liability company is AFI Sports Management Group, LLC (The "Company").

Article II

Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the company shall be perpetual.

Article III

Nature of Business and Mailing Address

This Company is organized for transacting any lawful business. The mailing address and the street address of the Company's initial principal office is 199 Ocean Lane Dr., #908, Key Biscayne, FL 33149.

Article IV

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 324 Royal Palm Way, #220, Palm Beach, FL 33480 and the name of the initial registered agent of this Company at that address is Anthony Hilliard.

Article V

Capital Contributions

- (a) Each Member's interest in the Company may be evidenced by a membership participation certificate. The amount of capital which the initial Members have committed as their initial capital contributions is set forth in the Regulations and Operating Agreement. Additional capital contributions may be received and additional participation certificates issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

THIS DOCUMENT PREPARED BY:

ERIC J. AURELIUS, Esq.
4367 N. Federal Hwy., #101
Fort Lauderdale, FL 33308
(954) 772-8222
Florida Bar No.: 159204

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- (b) No Member of this Company may transfer, sell, or assign his or her Membership Interest in the Company to any other person except as provided for in the Company's Regulation and Operating Agreement.

Article VI
Addition of New Members

Except as set forth in the Regulations and Operating Agreement, new additional members who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of the Managing Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of Marriage of a Member or upon the occurrence of any other event, which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in the regulations and Operating Agreement of the Company.

Article VIII

- (a) This company shall be managed by Managing Members who shall be appointed as provided for in the Regulations and Operating Agreement. There shall initially be three (3) Managing Members. The Initial Managing Members, and their respective addresses, are as follows:

<u>Managing Member</u>	<u>Address</u>
Arthur Ivey	199 Ocean Lane Drive, #908 Key Biscayne, FL 33149
Richard Field	199 Ocean Lane Drive, #908 Key Biscayne, FL 33149
Tom Armanini	199 Ocean Lane Drive, #908 Key Biscayne, FL 33149

- (b) Except as otherwise provided in the Regulations Operating Agreement, the Managing Members shall have the full authority to conduct the business of the Company.
- (c) No person or governmental body dealing with the Company shall be required to inquire into, or to obtain any other documentation as to, the authority of any Managing Member to take any action on behalf of the Company. Furthermore, any Person or governmental body dealing with

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the Company may rely upon a certificate signed by any of the Managing Members as to the following:

- (i) The identity of the Managing Member or any Member;
- (ii) The existence or non existence of any fact or facts that constitute a condition precedent to acts by the Managing Members or which in any other manner are directly or indirectly related to or otherwise involve the affairs of the Company;
- (iii) The person(s) who are authorized to execute and deliver any instrument of document of the Company; or
- (iv) Any act or failure to act by the Company on any other matter whatsoever involving the Company or any Member.

Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation

IN WITNESS WHEREOF, the undersigned ARTHUR IVEY, RICHARD FIELD, and TOM ARMANINI, as the sole Managing Members of AFI Sports Management Group, LLC, have executed these Articles of Organization this 29 day of September 2000.


ARTHUR IVEY, Managing Member


RICHARD FIELD, Managing Member


TOM ARMANINI, Managing Member

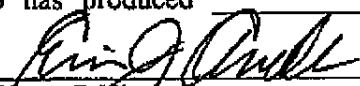
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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 day of Sept, 2000 by ARTHUR IVEY who has produced as identification or is personally known to me.


Notary Public

Print Name: _____

My Commission Expires: _____

Eric J. Aurelius

My Commission GC779117

Expires September 29, 2002

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 day of Sept, 2000 by RICHARD FIELD who has produced as identification or is personally known to me.


Notary Public

Print Name: _____

My Commission Expires: _____


Eric J. Aurelius

My Commission GC779117

Expires September 29, 2002

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 day of Sept, 2000 by TOM ARMANINI who has produced as identification or is personally known to me.


Notary Public

Print Name: _____

My Commission Expires: _____

Eric J. Aurelius

My Commission GC779117

Expires September 29, 2002

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

Under the provisions of F.S. §608.414 or 608.507, as amended, AFI SPORTS MANAGEMENT GROUP, LLC, 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 AFI SPORTS MANAGEMENT GROUP, LLC.

2. The name and street address of the registered agent in Florida are:

ANTHONY HILLIARD
324 Royal Palm Way, #220
Palm Beach, FL 33480

The undersigned, being the person named in the articles of organization of AFI SPORTS MANAGEMENT GROUP, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



ANTHONY HILLIARD

Registered Agent

Dated: September 26, 2000

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