

**PHILIP F. KEIDAISH, JR., P.A.**

ATTORNEY AND COUNSELLOR AT LAW

505 WEKIVA SPRINGS ROAD  
SUITE 800  
LONGWOOD, FLORIDA 32779

TELEPHONE (407) 682-7711  
FACSIMILE (407) 682-4010

October 4, 2000  
**L000000012362**

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

900003416659--6  
-10/06/00--01051--011  
\*\*\*\*125.00 \*\*\*\*125.00

RE: Articles of Organization of  
Gameday Pictures, LLC

Division of Corporations:

Enclosed herewith please find the original and one (1) copy of the Article of Organization of GAMEDAY PICTURES, LLC, together with our firm's check in the amount of \$125.00 to cover the filing fees.

Please file the Articles of Organization and return a certified copy to the undersigned.

Very truly yours,

*Amy Brand Raub, Esq.*

Amy Brand Raub

ABR:cvs  
Enclosures

FILED  
00 OCT -6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*L00-12362  
OK 10/10*

**ARTICLES OF ORGANIZATION**

**OF**

**GAMEDAY PICTURES, LLC**

**Article I**

**Name of Limited Liability Company**

The name of this limited liability company is GAMEDAY PICTURES, LLC (the "Company"), with its principal place of business being located at 306 Macgregor Road, Winter Springs, Florida 32708., the mailing address of the company is the same.

**Article II**

**Duration**

The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

**Article III**

**Purpose**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

**Article IV**

**Registered Agent and Office**

The name of the initial registered agent of the Company is Philip F. Keidaish, Jr. address of the initial registered agent of the Company is 505 Wekiva Springs Rd., Longwood, Florida 32779.

FILED  
00 OCT - 6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article V**  
**Members**

Michael Ruane	306 Macgregor Rd. Winter Springs, FL 32708
Jimmy Palumbo	159 N. Grant Ave. Colonia, NJ 07067
Anthony Mastromauro	554 Huntley Dr. Los Angeles, CA 90048
Michael Deeg	854 10 <sup>th</sup> Ave. #3R New York, NY 10019
Harry Brockman	1225 Bennett Drive Suite 200 Longwood, Florida 32750

**Article VI**  
**Additional Members**

Additional members to the Company may be admitted, but only upon the unanimous consent of all current members.

**Article VII**  
**Termination of Membership**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

**Article VIII**  
**Management of the Company**

The management of the Company is reserved to its members in proportion to their relative interest in the Company. The Company shall be managed in accordance with the Regulations and Operating Agreement adopted by the members. The name and address of the managing member is:

Michael Ruane	306 Macgregor Road Winter Springs, Florida 32708.
---------------	--

FILED  
08 OCT -6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article IX**  
**Regulations**

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions of the regulation and management of the affairs of the Company.

**Article X**  
**Date of Existence of the Company**

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

**Article XI**  
**Transfer of Interest**

No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring members shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

**Article XII**  
**Certificated Interests**

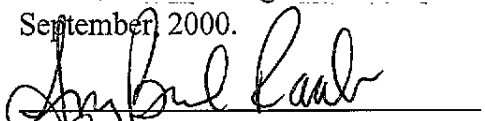

The members' interests in the Company shall be evidenced by certificates.


**Article XIV**  
**Contracting Debts**

All contracting debts of the limited liability company require the approval of the managing member(s).

FILED  
00 OCT -6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned executed these Articles of Organization effective as of the 29<sup>th</sup> day of September, 2000.

  
\_\_\_\_\_  
  
\_\_\_\_\_  
C:\MyFiles\Limited Liability Corporations\Articles of Gameday.wpd

By:   
\_\_\_\_\_  
MICHAEL RUANE, Managing member

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 2000,  
MICHAEL RUANE, who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did not take an oath.

Carolyn Van Sandt

Carolyn Van Sandt  
(print name)

Notary Public/State of Florida  
My Commission Expires:



Carolyn Van Sandt  
MY COMMISSION # CC614946 EXPIRES  
February 28, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

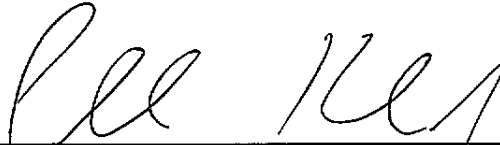
C:\MyFiles\Limited Liability Corporations\Articles of Gameday.wpd

FILED  
00 OCT -6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, a resident of the State of Florida, having been named in Article IV of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations for registered agents set forth in the Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

**DATED**, this 29<sup>ST</sup> day of September, 2000.



PHILIP F. KEIDAISH, JR., ESQ., Registered Agent  
505 Wekiva Springs Road, Suite 800  
Longwood, Florida 32779

FILED

00 OCT -6 PM 3:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA