

L0000000014016
VICTORIA P. BEHM
ATTORNEY AT LAW

405 2ND STREET SOUTH, SUITE C • SAFETY HARBOR, FLORIDA 34695 • TELEPHONE: (727) 712-1811 • FAX: (727) 712-1863

October 27, 2000

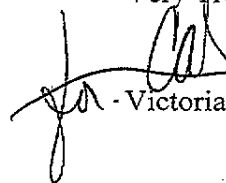
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****250.00 *****125.00

RE: L.L.C. for WSI
L.L.C. for Wizard Studios Carribean

Enclosed please find the original and one copy of the Articles of Incorporation of L.L.C. and the Statement Designating Registered Agent and Office and the Articles of Incorporation of Wizard Studios Carribean, L.L.C. and the Statement Designating Registered Agent and Office along with a check in th amount of \$250.00 for the filing of all the above

Very Truly Yours,



- Victoria P. Behm

VPB/cas
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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L00-14016
ex



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 1, 2000

VICTORIA BEHM
405 2ND STREET SOUTH, SUITE C
SAFETY HARBOR, FL 34695

SUBJECT: WIZARD STUDIOS CARRIBEAN L.L.C.
Ref. Number: W00000026188

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WIZARD STUDIOS CARRIBEAN L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 900A00056752

**ARTICLES OF ORGANIZATION OF
WIZARD STUDIOS CARRIBEAN L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WIZARD STUDIOS CARRIBEAN L.L.C., and its principal office and mailing address shall be located at 14483 62ND Street North, Clearwater, FL 33760, in the City of Clearwater, County of Pinellas, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized

to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited

liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed under the direction of, C. Russell Brumfield, the manager of this limited liability company. This Article may be amended from time to time by the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by One (1) manager. The name and address(es) of the person(s) who shall serve until a successor is elected and qualified is C. Russell Brumfield, 14483 62nd Street North, Clearwater, FL 33760.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

The initial capital contributions shall be paid to the limited liability company by the Manager/member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

**ARTICLE VII
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits in proportion to her percentage ownership interest. The distributive share of the profits can be paid to the members at any time and in any amount, except where prohibited by law.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportionate to their percentage ownership interest.

**ARTICLE VIII
DURATION**

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 14483 62nd Street North, Clearwater, FL 33760 and the registered agent is Victoria P. Behm, Attorney at Law whose office is at 405 Second Street South, Suite C, Safety Harbor, FL 34695.

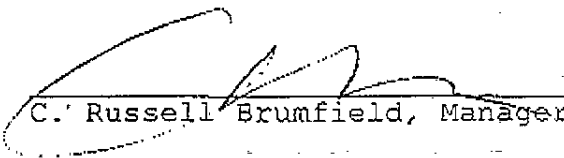
The undersigned, being the original Manager of the limited

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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liability company, certifies that htis instrument constitutes the proposed Articles of Organization of WIZARD STUDIOS CARRIBEAN, L.L.C.

Executed by the undersigned at Clearwater, FL on the 17th of ~~September~~, 2000. ^{5¹⁰} ~~5¹⁰~~ P.M.
C. Russell


C. Russell Brumfield, Manager

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TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE.

State of Florida ss
County of Pinellas

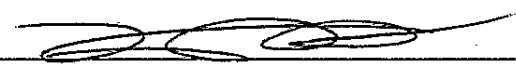
Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is WIZARD STUDIOS CARRIBEAN, L.L.C. and the mailing address and it's company principal office is located at 14483 62nd Street North, Clearwater, FL 33760.


The name of the registered agent for WIZARD STUDIOS CARRIBEAN, L.L.C. is Victoria P. Behm, whose office is located at 405 Street South, Suite C, Safety Harbor, FL 34695.

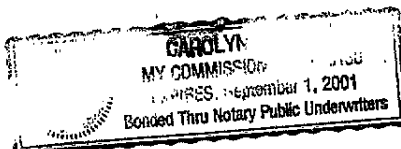
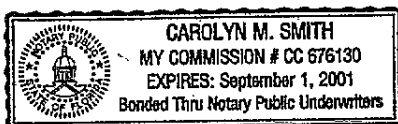
This statement is to acknowledge that, as indicated above, WIZARD STUDIOS CARRIBEAN, L.L.C. has appointed me, Victoria P. Behm, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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.

Dated 10/27/00


VICTORIA P. BEHM

The foregoing instrument was acknowledged before me this 13th day of ~~October~~ November, 2000 by Victoria P. Behm, agent on behalf of WIZARD STUDIOS CARRIBEAN, L.L.C., a limited liability company. She is personally known to me or has produced a Florida's Driver's license as identification.


NOTARY PUBLIC - State of Florida



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TALLAHASSEE, FLORIDA