



E. THORNTON (NED) JACKSON (1911-1986)
RICHARD T. GORDON IV (1952-1989)
EDWARD P. JACKSON
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L01000000/330

January 24, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Organization for Butler Management and Entertainment, LLC.

To Whom It May Concern:

Please find enclosed the following:

1. Articles of Organization for Butler Management and Entertainment, LLC.
2. Certificate of Designation of Registered Agent
3. A Check payable to the Florida Department of State in the amount of \$125.00 for the filing fees.

Should you have any questions, please do not hesitate to contact our office.

Cordially,

JACKSON AND MASON

Edward P. Jackson

Edward P. Jackson

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****375.00 ****125.00

EPJ/lfk
Enclosures
cc: File

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BUTLER MANAGEMENT AND ENTERTAINMENT, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

5238-15 NORWOOD AVENUE, JACKSONVILLE, FLORIDA 32208

ARTICLE III- Duration:

The period of duration for the Limited Liability Company shall be:

PERPETUAL

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members, and the names and addresses of the managing members are:

**LEROY BUTLER, III, 5238-15 NORWOOD AVENUE, JACKSONVILLE, FLORIDA 32208
RHODESIA BUTLER, 5238-15 NORWOOD AVENUE, JACKSONVILLE, FLORIDA 32208**

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

BY UNANIMOUS AGREEMENT OF THE CURRENT MEMBERS.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in the Limited Liability Company shall be:

SURVIVING MEMBERS MAY CONTINUE THE BUSINESS.

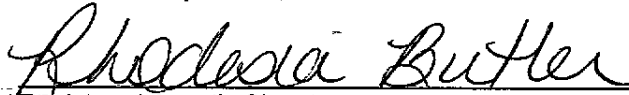
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01 JAN 25 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - Registered Agent, Registered Office, & Registered Agent's Signature:

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

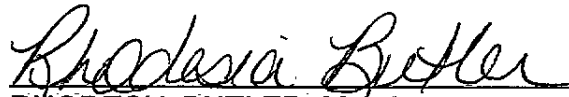
RHODESIA BUTLER
5238-15 NORWOOD AVENUE
JACKSONVILLE, FLORIDA 32208

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 as provided for in Chapter 608, F.S..



Registered Agent's Signature

The undersigned authorized member of BUTLER MANAGEMENT AND ENTERTAINMENT, LLC.
Hereby executes these Articles of Organization on this 7th day of January, 2001.



RHODESIA BUTLER, Member

(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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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:

BUTLER MANAGEMENT AND ENTERTAINMENT, LLC.

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

RHODESIA BUTLER
5238-15 Norwood Avenue
Jacksonville, FL 32208

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.


RHODESIA BUTLER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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