

LAW OFFICES OF
JOSEPH B. RYAN III, P.A.

300 SE 11th Avenue
Tallahassee, Florida 32301-5006
Telephone (904) 444-2289

L01 000003997

JOSEPH B. RYAN III*
*ALSO ADMITTED IN CALIFORNIA

TELECOPIER (305) 444-2289
E-MAIL: BERISIMUS@AOL.COM

March 9, 2001

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

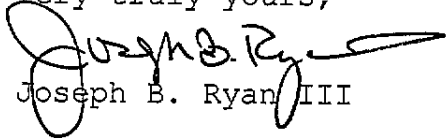
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***125.00 ***125.00

Re: Everything Entertainment, L.L.C.

Enclosed is an original and one copy of the Articles of Organization and a Designation and Acceptance of Registered Agent for the above referenced Florida limited liability company.

A check in the amount of \$125.00 is enclosed.

Very truly yours,


Joseph B. Ryan III

encl.

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

L01-3997
OK

ARTICLES OF ORGANIZATION
OF
EVERYTHING ENTERTAINMENT, L.L.C.,
a Florida limited liability company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

ARTICLE I: NAME

The name of the Limited Liability Company is Everything Entertainment, L.L.C., a Florida limited liability company (the "Limited Liability Company").

ARTICLE II: DURATION

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of the remaining members owning a majority of the membership interests, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE III: PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV: ADDRESS OF PLACE OF BUSINESS

The initial principal place of business and mailing address in Florida for the Limited Liability Company shall be 733 West 51st Street, Miami Beach, Florida 33140.

ARTICLE V: REGISTERED AGENT

The name of the initial registered agent in Florida for the Limited Liability Company is Joseph B. Ryan III and the address of the initial registered agent is 133 Sevilla Avenue, Coral Gables, Florida 33134-6006.

ARTICLE VI: CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Limited Liability Company is One Hundred (\$100.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

ARTICLE VII: ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon agreement of the members owning a majority of the membership interests of the Limited Liability Company.

ARTICLE VIII: ADDITIONAL MEMBERS

Members may admit additional members upon agreement of the members owning a majority of the membership interests in the Limited Liability Company.

ARTICLE IX: CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless the consent to continue of all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE X: REGULATIONS

The member(s) shall have the power to adopt, alter, amend or repeal regulations of



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Everything Entertainment, L.L.C., a Florida limited liability company the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 9th day of March, 2000.

Joseph B. Ryan III, P.A.

By: 

Joseph B. Ryan III, Esq.,
Registered Agent

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SECRETARY OF STATE
OF FLORIDA