



L01000004580

ACCOUNT NO. : 072100000032

REFERENCE : 090975 11645A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : March 26, 2001

ORDER TIME : 9:50 AM

ORDER NO. : 090975-005

CUSTOMER NO: 11645A

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CUSTOMER: Audrey J. Nadler, Legal Asst  
Law Offices Of Allan M.  
Lerner, P.a.  
2888 East Oakland Park Blvd.

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: SECOND CHANCE, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

*B*  
*32601*

01 MAR 26 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR 26 AM 11:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR  
SECOND CHANCES, L.L.C**

**ARTICLE I- Name:**

The name of the Limited Liability is:

**SECOND CHANCES, L.L.C.**

**ARTICLE II- Address:**

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

**3840 West Hillsboro Boulevard  
#219  
Deerfield Beach, Florida 33442**

**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 a manager-managed by one or more managers, and the name and address of the initial manager is:

**RedReef Pictures, Inc.  
3840 West Hillsboro Boulevard  
#219  
Deerfield Beach, Florida 33442**

**ARTICLE V-Name and Address of the Initial Registered Agent**

The initial registered agent is: Allan M. Lerner, 2888 East Oakland Park Boulevard, Fort Lauderdale, FL 33306

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ALLAN M.  
LERNER  
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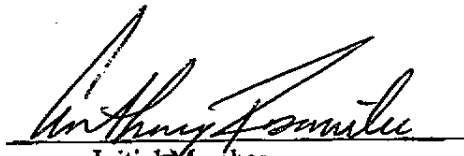
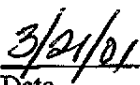
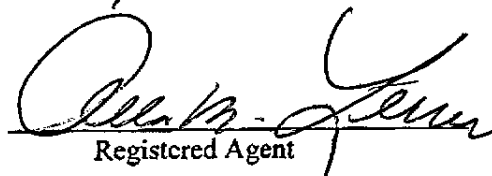
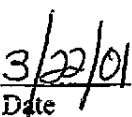
### ARTICLE VII-CLASSES OF MEMBERSHIP

There shall be two (2) classes of members within Second Chances, LLC.:

Class A members and Class B members, whose rights shall be set forth in the Operating Agreement.

### ARTICLE VIII- VOTING RIGHTS OF MEMBERS

Class A Members shall be voting  
Class B Members shall be non-voting.

 Initial Member	 Date
 Registered Agent	 Date

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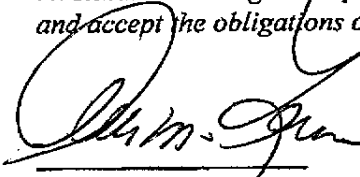
**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: Second Chances, L.L.C.
2. The name and address of the Registered Agent and Office is:

Allan M. Lerner  
2888 East Oakland Park Boulevard  
Fort Lauderdale, FL33306

*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 a registered agent.*

  
Allan M. Lerner  
Registered Agent

3/22/01  
Date

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TALLAHASSEE, FLORIDA

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AND  
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