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FILINGS, INC. TERESA ROM	1AN			
(Requestor's Name)				
2805 LITTLE DEAL ROAD				
(Address)	205 (725			
TALLAHASSEE, FLORIDA 3230		OFFICE USE ONLY		
(City, State, Zip)	(Phone #)			
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NonProfit	Resignation of R.A., Officer	/Director		
Limited Liability	Change of Registered Agen	t		
Domestication	Dissolution/Withdrawal			
Other	Merger			. == -
OTHER FILINGS	REGISTRATION/ QUALIFICATION			
Annual Report	Foreign			
Fictitious Name	Limited Partnership	-		
Name Reservation	Reinstatement			
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Other

CR2E031(10/92)

Examiner's Initials



Secretary of State

September 7, 2001

FILINGS, INC.

SUBJECT: CLASSIC ENTERPRISES, INC.

Ref. Number: W01000020882

We have received your document for CLASSIC ENTERPRISES, INC. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The name of a foreign limited liability company must end with "L.L.C," "L.C.," "Limited Liability Company," or "Limited Company." Please amend your application accordingly.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The registered agent must sign accepting the designation.

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) 245-6025.

Trevor Brumbley Document Specialist

Letter Number: 901A00050576

ARTICLES OF ORGANIZATION OF Classic Enterprises, LLC

We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is Classic Enterprises, $\angle \angle \mathcal{L}$

ARTICLE II - DURATION

The period of duration of this limited liability company shall be Perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 2586 Avenue Au Soleil, Gulfstream, Florida 33486, and the mailing address shall be the same and the s

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Filings, Inc., a Florida corporation, and the street address is 3732 Northwest 16th Street, Fort Lauderdale, Florida 33311.

ARTICLE V - MEMBERS

This limited liability company has three (3) members whose names and addresses are:

Creative Entertainment, Inc. 2586 Avenue Au Soleil, Gulfstream, Florida 33486

Bang, Inc. 45 West 167th Street, New York, New York 10023

Gelb Enterprises, Inc. 15 S. New Haven Avenue, Ventnor, New Jersey 8406

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

resignation, expulsion, retirement, The death, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members unanimously agree to continue the business of the company, in which event, this company shall not so terminate. $\sum_{i \in \mathcal{I}_i} c_i$

ARTICLE VI - MANAGEMENT

The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, ammend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The names and addresses of the managing members are:

Creative Entertainment, Inc. 2586 Avenue Au Soleil, Gulfstream, Florida 33486

Bang, Inc. 45 West 167th Street, New York, New York 10023

Gelb Enterprises, Inc. 15 S. New Haven Avenue, Ventnor, New Jersey 8406

IN WITNESS WHEREOF, the undersigned representative of a Member has executed these Articles of Organization on this 7th day of September 2001.

Filings, Inc. by Teresa Roman, Vice-President

Authorized Representative

of a Member

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Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 608, Florida Statutes, the following is submitted:

First that Classic Enterprises, LLC., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Teresa Roman, Authorized Representative of a Member

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Filings, Inc. by Teresa Roman, Vice-President

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SECTIONARY OF STATE
SALLAMASSEF, FLORIDA