



L020000004970

ACCOUNT NO. : 072100000032

REFERENCE : 422730 11056A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 1, 2002

ORDER TIME : 11:16 AM

ORDER NO. : 422730-005

CUSTOMER NO: 11056A

CUSTOMER: Thomas F. Rizzo, Esq
Thomas F. Rizzo, Esq

Suite J-2
2340 Periwinkle Way
Sanibel Island, FL 33957

300005032573--4
-03/01/02--01055--002
****125.00 ****125.00

DOMESTIC FILING

NAME: CHI-TOWN ENTERTAINMENT, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

300005032573--4
-03/01/02--01055--003
****30.00 ****30.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RECEIVED
02 MAR - 1 PM 12:53
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

02 MAR - 1 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Handwritten initials: JB, 3-1-02

**ARTICLES OF ORGANIZATION
OF
CHI-TOWN ENTERTAINMENT, LLC.**

ARTICLE I - NAME

The name of the Limited Liability Company shall be: **Chi-Town Entertainment, LLC. ("Company")**

ARTICLE II - ADDRESS

The street address of the principal office of the Company shall be:

2213 Main Street
Fort Myers, FL 33901

The mailing address of the principal office of the Company shall be:

2213 Main Street
Fort Myers, FL 33901

ARTICLE III - COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and the street address of the registered agent of the Company in the State of Florida is:

Timothy Pickett
2213 Main Street
Fort Myers, FL 33901

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR - 1 PM 2:31

APPROVED
AND
FILED

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 - Timothy Pickett

ARTICLE V - ADDITIONAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by the unanimous consent of all members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the majority written consent of the members of the Company and on such terms and conditions as shall be determined by said majority members. A member may only transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the majority of the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by majority written consent.

02 MAR - 1 PM 2:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VII - DISSOLUTION OF COMPANY

Upon the death, insanity, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote or written consent of those members owning a majority of the capital and profits of the Company as contemplated in Rev.Proc. 94-46.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provision for the regulation and management of the affairs of the Company not

inconsistent with law or these Articles of Organization. The name and Address of the initial Managers of the Company are:

Timothy Pickett
2213 Main Street
Fort Myers, FL 33901

Joseph Barch
2213 Main Street
Fort Myers, FL 33901

ARTICLE IX - AMENDMENT

These Articles of Organization may be amended by the consent of majority members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of organization at Fort Myers, Florida on this 28th day of February 2002.

ORGANIZER



Timothy Pickett

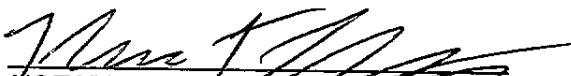
STATE OF FLORIDA
COUNTY OF LEE

02 MAR - 1 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


APPROVED
AND
FILED

THE FOREGOING instrument was sworn to, subscribed and acknowledged before me this 28th day of February, 2002 by Timothy Pickett, personally known to me or who presented ILLINOIS as identification and who did take an oath.

(Seal)



NOTARY PUBLIC & STATE OF FLORIDA

 Thomas F Rizzo
My Commission CC788209
Expires November 20, 2002