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To: Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

cb entertainment, llc

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2002

EMPIRE

SUBJECT: CB ENTERTAINMENT, LLC
REF: W02000008050

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ARTICLES OF ORGANIZATION
FOR CB ENTERTAINMENT, LLC

ARTICLE I - Name

The name of the limited liability company is: CB ENTERTAINMENT, LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company shall be: 1203 Washington Avenue, Miami Beach, FL 33139.

ARTICLE III - Duration

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by members and the name and address of the managing members are:

Cecile D. Barker
1203 Washington Avenue
Miami Beach, FL 33139

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:

No additional members shall be admitted without the consent of both aforescribed managing members.

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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 a member in the limited liability company shall be perpetual.

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.



Signature of a member or an authorized representative of a 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).

CECILE D. BARKER

Typed or printed name of signee

This instrument prepared by:

Louis J. Terminello
Terminello & Terminello, P.A.
2700 S.W. 37th Avenue
Miami, Florida 33133
FBN 872547

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**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: CB ENTERTAINMENT, LLC

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

Louis J. Terminello, Esq.

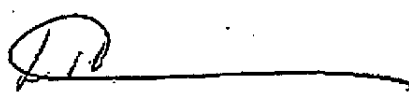
NAME

TERMINELLO & TERMINELLO, P.A.
 2700 S.W. 37th Avenue, Miami

Florida street address (P. O. Box NOT ACCEPTABLE)

FL 33133
 CITY, STATE AND ZIP

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.


 SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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