

The Law Offices of
**MOYLE
FLANIGAN
KATZ
RAYMOND
& SHEEHAN
P.A.**

POST OFFICE BOX 3888 (ZIP 33402-3888)
625 NORTH FLAGLER DRIVE, 9TH FLOOR
WEST PALM BEACH, FLORIDA 33401-4025

TELEPHONE (561) 659-7500
FACSIMILE (561) 659-1769

OTHER OFFICES:
JUPITER
TALLAHASSEE

WRITER'S DIRECT LINE:
(561) 822-0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PETER L. BRETON
DANIEL DOORAKIAN
JOHN R. EUBANKS, JR.
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VICKIE A. GOMEZ
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THOMAS A. SHEEHAN, III
ROBERT J. SNIPPEN
MARTA M. SUAREZ-MURIAS
J. CAMERON THURBER
WILTON L. WHITE

OF COUNSEL:
DANIEL K. CORBETT
THOMAS A. HICKEY
WILLIAM J. PAYNE

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August 13, 2002

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-08/15/02--01047--017
****125.00 ****125.00

Re: Charlie Horse Productions, LLC

Dear Sir or Madam:

AL

Enclosed please find an original and one copy of the following documents for filing:

1. Articles of Organization of Charlie Horse Productions, LLC; and
2. Certificate of Designation of Registered Agent and Registered Office.

Also enclosed is a check in the amount of \$125.00 in payment of the filing fees. Please return date stamped copies to the undersigned in the enclosed addressed and prepaid envelope.

Thank you kindly for your attention to this matter.

Sincerely yours,

MOYLE, FLANIGAN, KATZ, RAYMOND
& SHEEHAN P.A.

By: 

Kathleen G. Kozinski

KGK/ejn
Enclosures12/440/1

**ARTICLES OF ORGANIZATION
OF
Charlie Horse Productions, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is Charlie Horse Productions, LLC ("Company").

ARTICLE II

This limited liability company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is 131 Palm Avenue, #46, Jupiter, Florida 33477. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Company is Kathleen G. Kozinski, Esq., Moyle, Flanigan, Katz, Raymond & Sheehan, P.A., 1061 E. Indiantown Road, Suite 414, Jupiter, Florida 33477.

ARTICLE V

The management of this Company shall be vested in one managing member who is: C. James Lewis, whose address is 131 Palm Avenue, #46, Jupiter, Florida 33477.

ARTICLE VI

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Additional members may be admitted to this Company upon such terms and conditions as may be established in the Company's operating agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The business of this Company shall be dissolved 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 this Company, unless a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety days of the occurrence of any event which would otherwise terminate the existence of this Company.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 8th day of August, 2002.

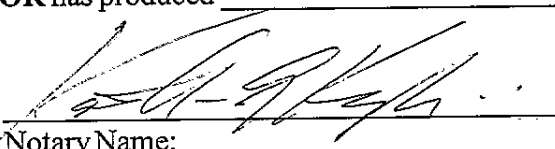
MEMBER

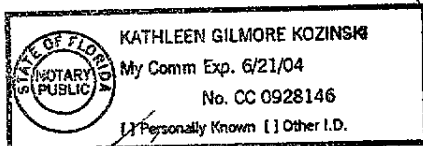

C. JAMES LEWIS

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8 day of August, 2002, by C. JAMES LEWIS, who is personally known to me, OR has produced _____ as identification.

(NOTARY STAMP)


Notary Name: _____
Notary Public
Serial (Commission) Number _____
(If any) _____



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for Charlie Horse Productions, LLC

MOYLE, FLANIGAN, KATZ, RAYMOND &
SHEEHAN, P.A.

By: 

Kathleen G. Kozinski, Esq.

Registered Agent

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article IV of the foregoing Articles of Organization.

1. The name of the limited liability company is Charlie Horse Productions, LLC.
2. The name of the registered agent in the State of Florida is Kathleen G. Kozinski, an individual.
3. The address of the registered agent in the State of Florida is Moyle, Flanigan, Katz, Raymond & Sheehan, P.A., 1061 East Indiantown Road, Suite 414, Jupiter, Florida 33477.

THE UNDERSIGNED HEREBY accepts her appointment as Registered Agent of the aforesaid Limited Liability Company. I am familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.


KATHLEEN G. KOZINSKI