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ACCOUNT NO. : 072100000032

REFERENCE : 775362 134074A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 125.00

(4) 10/9 FLUC

ORDER DATE : October 8, 2002

ORDER TIME : 9:22 AM

ORDER NO. : 775362-005

CUSTOMER NO: 134074A

600008283136--7

CUSTOMER: Ms. Diane Israel  
Saraga & Lipshy, P.a.

201 Northeast First Avenue

Delray Beach, FL 33444

DOMESTIC FILING

NAME: WORLD ENTERTAINMENT HOLDINGS,  
LLC

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: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
02 OCT -9 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

OF

WORLD ENTERTAINMENT HOLDINGS, LLC

ARTICLE I - Name

The name of the Limited Liability Company is WORLD ENTERTAINMENT HOLDINGS, LLC (hereinafter the "Company").

ARTICLE II - Address

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

7400 North Federal Highway, Suite B-21  
Boca Raton, Florida 33487.

ARTICLE III - Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management

The Company is to be managed by the members (hereinafter the "Member(s)"). Notwithstanding the foregoing, the Members shall delegate the conduct of the Company's day to day business to the President, who shall have the authority as set forth in the Operating Agreement, as herein defined. The name and address of the initial President is as follows:

Darren Cleveland  
7400 North Federal Highway, Suite B-21  
Boca Raton, Florida 33487.

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 governed by the Operating Agreement adopted by all Members.

FILED  
02 OCT -9 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### **ARTICLE VI - Members' Rights to Continue Business**

The right, if given, of the remaining Members of the 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 Company shall be governed by the Operating Agreement adopted by all Members.

#### **ARTICLE VII - Limitation on Agency Authority of Members**

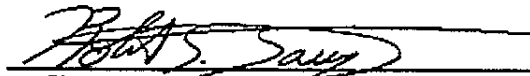
Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the "**Act**") no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

#### **ARTICLE VIII - Indemnification**

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a Member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a Member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### **ARTICLE IX - Operating Agreement**

Any Operating Agreement ("**Operating Agreement**") (as defined in Section 608.402(24) of the Act), relating to the Company must be in writing and signed by all the Members.



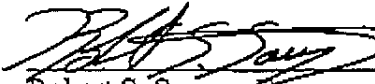
Signature of a Member or authorized representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is WORLD ENTERTAINMENT HOLDINGS, LLC.
2. The name and address of the registered agent and office is:

SARAGA & LIPSHY, P.A.  
201 N.E. FIRST AVENUE  
DELRAY BEACH, FLORIDA 33444.

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.

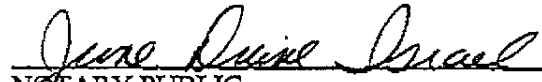
  
Robert S. Saraga, Esq.  
Co-Vice President

10/8/02  
Date

STATE OF FLORIDA        }  
                                      }  
COUNTY OF PALM BEACH } ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT S. SARAGA, ESQ. as Vice President of SARAGA & LIPSHY, P.A., who is personally known to me and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 8<sup>th</sup> day of October 2002.

  
NOTARY PUBLIC  
JUNE DIANE ISRAEL  
Printed Name of Notary

