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Fax Number : (850) 205-0383

From:

Account Name : FERNAND LAMOTHE, INC.
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LIMITED LIABILITY COMPANY
WEBILL NETWORK LLC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$125.00

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Oct-21-02 08:53A Fernand Lamothe C.A.

P.01



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 21, 2002

FERNAND LAMOTHE, INC

SUBJECT: WEBILLN ETWORK LLC
REF: W02000030178

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles are referring to an incorporator. Limited liability companies do not have incorporators. Please correct the document.

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ARTICLES OF ORGANIZATION

OF

WEBILL NETWORK LLC.

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

ARTICLE I NAME

The name of the limited liability company shall be "WEBILL NETWORK LLC."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company is 1401 Dewey Street, Hollywood, Fl 33020

ARTICLE III EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

Fernand Lamothe
Chartered Accountant
1401 Dewey Street
Hollywood, Fl 33020
(954) 922-1313

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ARTICLE V PURPOSES AND POWERS

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Fernand Lamothe, Chartered Accountant, 1401 Dewey Street, Hollywood, FL 33020

ARTICLE VII MANAGEMENT

The Manager of the Company shall be:

Operating Manager: WEBILL NETWORK INC.
1401 Dewey Street
Hollywood, FL 33020

The Company is a manager-managed company.

ARTICLE VIII ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all member(s) of the Company and upon such terms and conditions as shall be determined by all member(s). A member may 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 all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

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ARTICLE X MEMBERS

The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions 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 member(s) of the Company are:

KBBH Entertainment Inc. 95%
3300 Côte Vertu Suite 406
Montréal, Québec, Canada, H4R 2B7

WEBILL NETWORK INC. 5%
1401 Dewey Street
Hollywood, Florida, 33020

ARTICLE XI CLASSIFICATION

It is the intent of the members that the Company be classified as a partnership for federal income tax purpose.

The undersigned has executed these Articles of Organization this 18th day of October, 2002.


Fernand Lamothe, authorized representative

CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Company, at the place designated in its Articles of Organization, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: October 18, 2002.


FERNAND LAMOTHE
Registered Agent

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