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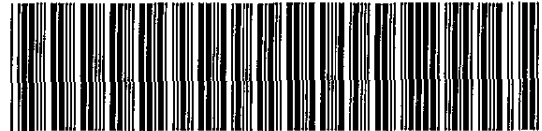
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January 31, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Kismet Productions, LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF ORGANIZATION FOR
KISMET PRODUCTIONS, LLC
A Florida Limited Liability Company**

**511 Mariposa Street
Orlando, Florida 32801**

The undersigned, **CHRISTOPHER R. QUALMANN**, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a Limited Liability Company (LLC) pursuant to the laws of the State of Florida, and acting as authorized representative on behalf of the members of the LLC, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

I. NAME OF LLC

The name of the LLC shall be KISMET PRODUCTIONS, LLC (the "LLC").

II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF LLC

The principal place of business and mailing address of the LLC (until such time that the Managing Members determine otherwise) shall be 511 Mariposa Street, Orlando, FL 32801.

III. DURATION OF LLC

The LLC shall commence existence upon the signing of these Articles of Organization and shall have perpetual duration unless dissolved in accordance with Article XVIII hereof.

IV. MANAGEMENT OF LLC

The LLC shall be managed by a Board of Managers (hereinafter "Managing Members of the LLC"), and the names and addresses of such Managing Members are:

Glen Sherouse and Jeanine Kielb
Business Address:
511 Mariposa Street
Orlando, FL 32801

V. BUSINESS OF THE LLC

The LLC shall be formed for the purpose of engaging in the business of marketing, developing and operating a motion picture production company (hereinafter referred to as the "production company") currently entitled "KISMET PRODUCTIONS, LLC".

Furthermore, this LLC shall have all of the powers enumerated in Florida Statutes (as they now exist and may hereafter be amended) which pertain to the formation and operation of limited liability companies, including, without limitation and only by illustration, the following:

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(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees.

(e) To file for, perfect, purchase or otherwise acquire letters patent, copyrights, trademarks, or service marks (hereinafter collectively referred to as "Intellectual Property"), concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any Intellectual Property rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any copyrights, trademarks, service marks, patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, memberships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statutes or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

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(m) To make and alter bylaws, not inconsistent with its articles of organization or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Managing Member shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general member, investing member, member, associate, or manager of any corporation, membership, limited membership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the LLC shall be located at 511 Mariposa Street, Orlando, FL 32801, and the initial registered agent of the LLC at that address shall be GLEN SHEROUSE (both the initial registered office and initial registered agent are subject to change, from time to time, without amendment to these articles of incorporation).

ARTICLE VII. ORGANIZERS

The names and mailing addresses of the persons signing these Articles of Organization as organizers are:

Glen Sherouse and Jeanine Kielb
Business Address:
511 Mariposa Street
Orlando, FL 32801

ARTICLE VIII. INDEMNIFICATION

The LLC shall indemnify every person who was or is a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, agent, or investing member of the LLC, or is or was serving at the request of the LLC as a director, officer, employee, agent, or trustee of another LLC, partnership, joint venture, trust employee benefit plan, or other enterprise, against expenses (including counsel fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Managers, include advances of his expenses in advance of the final disposition of such action, suit or proceeding, subject to the provisions of any applicable statute.

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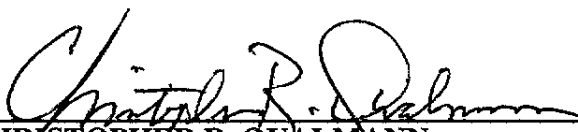
ARTICLE IX. AMENDMENTS

This LLC reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. HEADINGS AND CAPTIONS

The headings or captions of these articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby make and file these Articles of Organization for **KISMET PRODUCTIONS LLC**, declaring and certifying that the facts stated herein are true; that he is acting on behalf of the Managing Members of the LLC in accordance with Florida Statute 608.407(3); and does hereby subscribe thereto and hereunto set his hand and seal this 30th day of January, 2003.


CHRISTOPHER R. QUALMANN
FDL Q455-116-58-265-0
Affiant's Florida Drivers' License No.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, personally appeared **CHRISTOPHER R. QUALMANN**, who produced a valid Florida Drivers' license as identification, described in and who executed the foregoing Articles of Organization and who acknowledged before me that he executed the same pursuant to authority given to him by the LLC's Board of Managing members for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of January, 2003.


Notary Public: State of Florida
My Commission Expires



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

FOR

KISMET PRODUCTIONS, LLC

A Florida Limited Liability Company

**511 Mariposa Street
Orlando, FL 32801**

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 and registered agent in the State of Florida.

1. The name of the limited liability company is:

KISMET PRODUCTIONS, LLC.

2. The name and address of the registered agent and office is:

**GLEN SHEROUSE
511 Mariposa Street
Orlando, Florida 32801**

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TALLAHASSEE, FLORIDA

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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)

Aug 13 2002
(Date)