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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6897

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)634-3694

ACCT#: 072450003255

FAX #: (305)633-9696

NAME: sebastian entertainment, llc

AUDIT NUMBER.....H03000051142

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
SEBASTIAN ENTERTAINMENT, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company (hereinafter referred to as the "Company") is:

SEBASTIAN ENTERTAINMENT, LLC

ARTICLE II - Address:

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

**476 ARBOR STREET
SEBASTIAN, FLORIDA 32958**

ARTICLE III - Registered Agent:

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

**SETH Z. JOSEPH
C/O KURZBAN, KURZBAN, WEINGER & TETZELI, P.A.
2650 S.W. 27TH AVENUE
SUITE 200
MIAMI, FLORIDA 33133**

ARTICLE IV - Management:

The Company is to be managed by a manager and is therefore a:

MANAGER-MANAGED COMPANY.

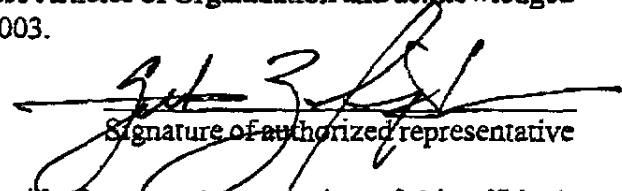
ARTICLE V - Name of the Manager:

The manager of the LLC is:

BEVERLEY WARD

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TALLAHASSEE, FLORIDA**

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 12ND day of FEBRUARY, 2003.



Signature of authorized representative

(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.)

SETH Z. JOSEPH

Typed or printed name of signee

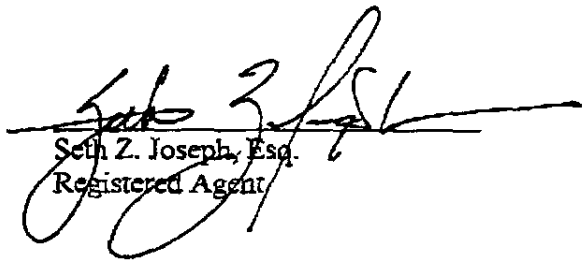
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
OF SEBASTIAN ENTERTAINMENT, LLC**

Under the provisions of F.S. 608.414 or 608.507, **SEBASTIAN ENTERTAINMENT, LLC**, 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 **SEBASTIAN ENTERTAINMENT, LLC.**
2. The name and street address of the registered agent in Florida is:

Seth Z. Joseph, Esq.
c/o Kurzban, Kurzban, Weinger & Tetzeli, P.A.
2650 S.W. 27th Avenue, Suite 200
Miami, Florida 33133

The undersigned, being the person named in the articles of organization of **SEBASTIAN ENTERTAINMENT, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Seth Z. Joseph, Esq.
Registered Agent

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