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SECRETARY OF STATE

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

April 1, 2003

TURNER ADVOCACY GROUP SUITE 302 20170 PINES BLVD PEMBROKE PINES, FL 33029

SUBJECT: THE INSTITUTE OF ARTS AND ENTERTAINMENT, L.L.C.

Ref. Number: W03000009194

We have received your document for THE INSTITUTE OF ARTS AND ENTERTAINMENT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please note that the name of your entity must be uniform throughout the document. Please also note that we do not file Operating Agreements. Please note that we are enclosing a blank form and instructions for your convenience.

Please note that we are enclosing a blank form and instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Letter Number: 803A00019525

Lee Rivers Document Specialist SECILETARY OF STATE OF CORPORATIONS

TURNER ADVOCACY GROUP

Sheila D. Turner, Attorney

April 11, 2003

Lee Rivers, Document Specialist Division Of Corporations P. O. Box 6327 Tallahassee, Florida 32314

RE: Re-Submission of Limited Liability Company Filing Dear Mr. Rivers:

Thank you for you directives concerning the Corporate information and filing for The Institute of Arts and Entertainment, L.L.C..

The revisions as recommended have been made and the same is forwarded again for approval and assignment of its identification numbers.

Thank You.

Sheila D. Turner, Esq.

NEW ADDRESS:

20170 Pines Boulevard, Suite 302 Pembroke Pines, Florida 33029 954.432.4443 *** 954.431.4432 To WILL

FLORIDA DEPARTMENT OF STATE

Glenda E. Hood Secretary of State

April 15, 2003

SHEILA D. TURNER, ESQ. TURNER ADVOCACY GROUP 20170 PINES BLVD, SUITE 302 PEMBROKE PINES, FL 33029

SUBJECT: THE INSTITUTE OF ARTS AND ENTERTAINMENT, L.L.C.

Ref. Number: W03000009194

We have received your document for THE INSTITUTE OF ARTS AND ENTERTAINMENT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for returning your corrected document. The document cannot be filed because it still refers to "incorporators," "incorporator," and "Articles of InCOMPANY."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers Document Specialist

Letter Number: 503A00022591

DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

April 29, 2003

TURNER ADVOCACY GROUP SUITE 302 20170 PINES BLVD PEMBROKE PINES, FL 33029

SUBJECT: THE INSTITUTE OF ARTS AND ENTERTAINMENT, L.L.C.

Ref. Number: W03000009194

We have received your document for THE INSTITUTE OF ARTS AND ENTERTAINMENT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VII of your Articles refer to "the incorporators of this company," and the member's signature also states that he is "Incorporator." As noted in our previous letter, a copy of which is attached, Articles of Organization cannot refer to "incorporators."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers Document Specialist

Letter Number: 303A00026028

DIVISION OF CORPORPINE



TURNER ADVOCACY GROUP

To: Lee Rivers	Sheila D. Turner, Esq.
FL Div. Of Corporations	5/2/2003
FAX NUMBER: 850.410.1015	TOTAL NO. OF PAGES INCLUDING COVER:
PHONE NUMBER: 850.245.6958	sender's reference number: 954-431-4443/954-431-4432
RE: The Inst. Of Arts & Entertainment	YOUR REFERENCE NUMBER: NONE

NOTES/COMMENTS:

Thanks for Expediting!!!

CONFIDENTIALITY NOTICE

This facsimile, along with any documents, files, or attachments, may contain information that is confidential, privileged, or otherwise exempt from disclosure. If you are not the intended recipient or a person responsible for delivering it to the intended recipient, you are hereby notified that any disclosure, copying, printing, distribution or use of any information contained in or attached to this facsimile is strictly prohibited. If you have received this facsimile in error, please immediately notify us by facsimile or by telephone collect at the numbers stated above, and destroy the original facsimile and its attachments without reading, printing, or saving in any manner. Your cooperation is appreciated. Thank You

ARTICLES OF ORGANIZATION

OF

The Institute of Arts and Entertainment, LIMITED LIABILITY COMPANY

The undersigned subscriber to these Articles of Organization, a natural person competent to contract do hereby associate themselves together for the purpose of organizing a for profit company under the provisions of Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I NAME

The name of the Limited Liability Company is: The Institute of Arts and Entertainment, L.L.C.

ARTICLE II :

The mailing address and street address of the principal office of the Limited Liability Company is: 20170 Pines Boulevard, Suite 302, Pembroke Pines, Florida 33029.

ARTICLE III: REGISTERED AGENT

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

Agent: Sheila D. Turner, Esq.
Turner Advocacy Group

ADDRESS: 20170 Pines Blvd, Suite 302 Pembroke Pines, Florida 33029

ARTICLE IV MANAGEMENT:

The Limited Liability Company is to be managed by a member of the limited liability company and is, therefore, a member-managed company.

Articles of Organization The Institute of Arts and Entertainment, L.L.C.

ARTICLE V. PURPOSE AND NATURE OF BUSINESS

The purpose of the company and the nature of its business are as follows:

The Company is organized for the purpose of developing opportunities for ethnic minorities in film and the television industries that will facilitate eradication of selective access in these industries and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose.

- (I) To do business as a promoter, agent, marketing firm, freelance consultant and to provide services incident thereto. To consult with prospective clients, businesses, organizations, associations, and governments on matters concerning promotion of minority ventures and opportunities in the art and entertainment industries, and to render services that are ancillary.
- (2) To generally engage in and carry on any business incidental thereto: to do all other things and to exercise any and all other powers of a company, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest, therein, without limit as to amount or value, reasonably necessary or convenient to effecting or furthering any or all of the purposes and powers, including, ownership of real and intangible property, entering into contracts investment in real estate, mortgages, stocks, bonds, and carrying on any activity necessary or incidental to the accomplishment or furtherance of the purpose of the company, all in accordance with the provisions of Florida Statutes.
- (3) To carry on the services of the company which consist of yielding services of company.
- (4) To receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other accurities of any other company, foreign or domestic, for the same of all the foregoing purposes.
- (5) In order that the company by its By-Laws make any other provisions or requirement for the arrangement of conduct of the business of the company, provided the same be not inconsistent with these Articles of Organization, nor contrary to local, state or federal laws.
- (6) To do any and all things necessary and exercise any and all powers necessary, proper, convenient or advisable to accomplish one or more of the purposes of the company, or which shall at any time appear to be for the benefit of the company in connection therewith for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is

Articles of Organization The Institute of Arts and Entertainment, L.L.C.

or may hereinafter be lawful for the company to do or exercise under the laws of the State of Florida, or the Atticles of Organization.

ARTICLE IV. DURATION

The company shall have a perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address and the principal initial registered office of the company is 20170 Pines Bouleverd, Suite 302, Pembroke Pines, FL 33029, and the name of its initial registered agent is SHEILA D. TURNER, ESQ.

ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the subscribers of this company, as follows:

NAME

ADDRESS

LaMont Graves

20170 Pines Boulevard, Suite 302 Pembroke Pines, FL 33029

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my contractor this 14th day of February, 2003.

LaMont Graves, Substriber, Member

Articles of Organization
The Institute of Arts and Entertainment, L.L.C.

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated Limited Liability Company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

SHELATI TURNER, ESQ.

Turner Advocacy Group

20170 Pines Blvd., Suite 302 Pembroke Pines, FL 33029

954-431-4443 voice line

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

Organization this 14th day of February, 2003.