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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALBERT L. KELLEY, P.A.

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OFFICES IN KEY WEST AND
WINTER PARK/ORLANDO

May 7, 2003

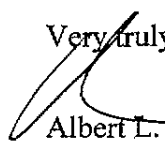
Department of State
Division of Corporations
Registration Section
P.O.Box 6327
Tallahassee, FL 32314

Re: Capt. Tony Productions, LLC

Dear Sirs;

Please register the following Articles of Organization for Capt. Tony Productions, LLC. I have enclosed a check in the amount of \$125.00 to cover the filing fee and registered agent fee. Please return the documents to the address listed above.

Very truly yours,


Albert L. Kelley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
CAPT. TONY PRODUCTIONS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby form a limited liability company ("LLC") under the Florida Limited Liability Company Act and hereby adopt the following Articles of Organization of the LLC:

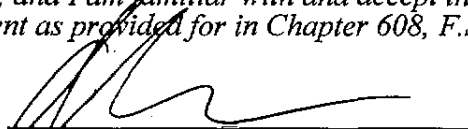
ARTICLE 1. Name: The name of the Limited Liability Company is CAPT. TONY PRODUCTIONS, LLC.

ARTICLE 2. Address: The initial mailing address of the Limited Liability Company is 926 Truman Ave., Key West, FL 33040.

ARTICLE 3. Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the Registered Agent are:

Albert L. Kelley
926 Truman Ave.
Key West, FL 33040

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 as provided for in Chapter 608, F.S.


Albert L. Kelley

ARTICLE 4. Management: The Limited Liability Company is to be managed by one more managers and is therefore a manager-managed company.

ARTICLE 5. Duration: The duration of the Company shall be fifty (50) years from the last day of the year in which these Articles of Organization are filed. The latest date on which the Company is to dissolve is December 31, 2053.


ARTICLE 6. Powers: The Company shall have all powers that may be held by limited liability companies under the laws of the State of Florida as they may be amended from time to time. The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Florida as they may be amended from time to time.

ARTICLE 7. Operating Agreement: The members shall enter into an Operating

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Agreement which relates to the business of the Company, the conduct of its affairs, its rights or powers and the rights or powers of its members, managers, officers, employees or agents.

IN WITNESS WHEREOF, we the undersigned organizers have set our hands on the date indicated below.

Date: 5-7-3 Signature: 
Albert L. Kelley

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