

**LO3 000022436**

**Florida Department of State**  
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**To:**

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**Fax Number : (850)205-0383**

**From:**

**Account Name : EMPIRE CORPORATE KIT COMPANY**  
**Account Number : 072450003255**  
**Phone : (305)634-3694**  
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**LIMITED LIABILITY COMPANY**

**Mambo**  
**miami llc**

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

OF

MIAMI MAMBO, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I  
Name

The name of the limited liability company is MIAMI MAMBO, LLC

Article II  
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III  
Equity Ownership

Section A. Authorized Membership Interests of Equity Ownership. The maximum number of units of equity ownership units that MIAMI MAMBO, LLC is authorized to have outstanding is 100 Class A Non-Voting Membership Interests and 150 Class B Voting Membership Interests.

Section B. Restrictions on Disposition of Membership Interests. No holders of Class A Non-Voting Membership Interests of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any Membership Interest without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of a majority of the holders of the outstanding Class B Voting Membership Interests. However, nothing contained herein shall prevent distribution by operation of law of such Membership Interest, provided that in such case a transferee shall be bound by the provisions contained in this Section in the same manner as an original Member.

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**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 444 Brickell Ave., Ste. 300, Miami, Florida 33131, and the name of its initial Registered Agent at such address is Stewart A. Merkin.

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 444 Brickell Ave., Ste. 300, Miami, Florida 33131.

**Article VI**  
**Organizer**

The name and address of the organizer is:

Stewart A. Merkin, Esq.  
444 Brickell Ave., Ste. 300  
Miami, Florida 33131

**Article VII**  
**Purpose And Power**

The Company shall be formed for the purpose of producing a feature-length film entitled "Miami Mambo" and for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by managers.

**Article IX**  
**Indemnification**

The Company shall indemnify any Member, Manager and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member, Manager and/or Officer is or was a Member, Manager, Officer and/or employee of the Company, or is or was serving at the request of the Company as a director, trustee,


officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Manager and/or Officer in the event of (i) a breach of such Member, Manager and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Manager and/or Officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member, Manager and/or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Officer is proper in the circumstances because such Member, Manager and/or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Manager or Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Manager, Officer or Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### **Article X** **Amendment Of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Dated: June 19, 2003

  
\_\_\_\_\_  
Stewart A. Merkin, Esq.  
Authorized Representative of Member

TOTAL P.06

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ACCEPTANCE OF REGISTERED AGENT

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 OF 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

  
Stewart A. Merkin, Esq.

DATE:

June 19, 2003

FILED  
JUN 19 2003  
FBI - MIAMI

FILED BY:  
Stewart A. Merkin, Esq.  
444 Brickell Ave., Suite 300  
Miami, Florida 33131  
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