

Division of Corporations

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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : MYRA LOUGHRAN
Account Number : T19990000238
Phone : (904)249-8500
Fax Number : (904)249-0841

LIMITED LIABILITY COMPANY

Mastermind Entertainment Group, LLC

Certificate of Status	0
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

JB
7-18-03

**ARTICLES OF ORGANIZATION
OF
MASTERMIND ENTERTAINMENT GROUP, LLC**

**ARTICLE I
NAME**

The name of the Limited Liability Company is Mastermind Entertainment Group, LLC, (the "Limited Liability Company").

**ARTICLE II
EXISTENCE AND DURATION**

The existence of the Limited Liability Company shall commence on filing of these Articles of Organization and its existence shall be perpetual unless it is earlier dissolved as provided in its Operation Agreement or by operation of the Florida Limited Liability Company Act.

**ARTICLE III
BUSINESS AND MAILING ADDRESS**

The initial address and mailing address of the Limited Liability Company
11514 Delegate Court, Jacksonville, FL 32246.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Limited Liability Company in the state of Florida is John McE Miller. The registered office of the initial registered agent in the state of Florida is located at 333 First St. N. Suite 305, Jacksonville Beach, Florida 32250.

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**ARTICLE V
MANAGEMENT**

The management of the Limited Liability Company is reserved to its members.

The names and addresses of the initial members of the Limited Liability Company are:

Caron Grant
11514 Delegate Court
Jacksonville, FL 32246

John Otto
11514 Delegate Court
Jacksonville, FL 32246

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall have the right to admit additional members on the majority vote of the members.

**ARTICLE VII
CONTINUATION OF LIMITED LIABILITY COMPANY**

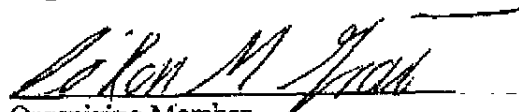
The remaining members of the Limited Liability Company shall have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on such terms and conditions as the members may agree.

**ARTICLE VIII
OPERATING AGREEMENT**

An Operating Agreement of the Limited Liability Company may from time to time, as may be necessary, be adopted, repealed, amended or altered, or a new Operating Agreement adopted, by the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned member has made and subscribed to these Articles of Organization this 18th day of July, 2003.

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Organizing Member


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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MASTERMIND ENTERTAINMENT GROUP, LLC**

Pursuant to § 608.415 of the Florida Limited Liability Company Act, the undersigned having been designated as the initial Registered Agent for the service of process within the state of Florida upon **MASTERMIND ENTERTAINMENT GROUP, LLC**, a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 333 First St. N. Suite 305, Jacksonville Beach, Florida 32250.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 18th
day of July, 2003.


John McE. Miller, P.A.
Registered Agent

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