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1000 PONCE DE LEON BLVD. SUITE:101

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. T.S. ENTERTAINMENTS, L.L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

# Articles of Organization



T. S. Entertainments, L.L.C.

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TALLAHASSEE

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

## 1. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be T. S. Entertainments, L.L.C., and its principal office shall be located at 3001 Ponce de Leon Blvd Suite # 101, Coral Gables, Florida, 33134, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. This is also the mailing address

## 2. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for Limited Liability Companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transacted, shall be as follows:

- 2.1 To engage in any activity or business authorized under the Florida Statutes.
- 2.2 To engage in the business of Entertainment.
- 2.3 In general, to carry on any and all incidental business; to have an exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 2.4 To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of

business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

- 2.5 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 2.6 To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit.
- 2.7 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability Company may not, under Florida laws, lawfully carry on, exercise, or do.

- 2.8 The members of the Limited Liability Company may not assign or otherwise transfer their interest in the Limited Liability Company in whole or in part without the written consent of the remaining members.

### **3. EXERCISE OF POWERS**

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed as provided in the Regulations.

### **4. MANAGEMENT**

This Limited Liability Company shall be managed as provided in the Regulations. The name and address of the person who shall serve is as follows:

**Ana Maria Perez,** President, Treasurer and Secretary

The Officers of the Company be, and they hereby are, authorized, empowered and directed to establish and maintain all records and books of account required by law or appropriate in connection with the business of the Company.

### **5. MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by vote or a majority of members consent as provided in the Regulations.

### **6. CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of FIVE HUNDRED 00/100 (\$500.00) Dollars cash shall be paid to the Limited Liability Company. Additional contributions will be made as provided in the Regulations.

### **7. PROFITS AND LOSSES**

- 7.1 Profit Sharing. The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remains after the payment of the expenses of conducting the business of

the Limited Liability Company. Each member shall be entitled to distributions as provided in the Regulations.

- 7.2 Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares or as provided in the Regulations except that the members shall be responsible for making up any negative capital balances contained in their account.

## 8. DURATION

This Limited Liability Company shall exist indefinitely or until dissolved in a manner provided by law, or as provided in the Regulations.

## 9. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

This address of the initial registered office of the Limited Liability Company is 3001 Ponce de Leon Blvd. Suite 101, Coral Gables, County of Miami-Dade, State of Florida, and the name of the company's initial registered agent at that address is:

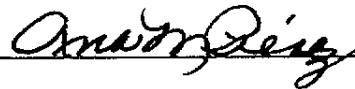
**Ana Maria Perez**

The undersigned, being the original member of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of:

**T.S. Entertainments, L.L.C.**

Executed by the undersigned at  
3001 Ponce de Leon Blvd Suite # 101  
Coral Gables, Florida 33134  
on the 07 day of October, 2003

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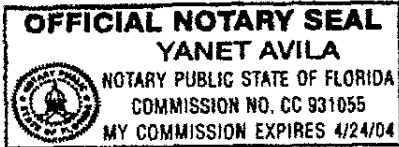
STATE OF FLORIDA           )  
  )  
COUNTY OF MIAMI-DADE   )


Before me the undersigned authority personally appeared **Ana Maria Perez**, who is to me well known to be the person described in and who subscribed the foregoing Articles

of Organization, and she did freely and voluntary acknowledge before me according to Law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid the \_\_\_\_\_ day of \_\_\_\_\_, 2003

My commissions expires:



  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida