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EFFECTIVE DATE

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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

WINTER FEST, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
WINTER FEST, LLC

Article II. Address

The Company's street and mailing address is:
WINTER FEST, LLC
2401 BENEVA ROAD
SARASOTA FL 34232

EFFECTIVE DATE

1-20-04

Article III. Registered Agent

The name and street address of the Company's registered agent is:
WILLIAM FRIESING
2401 BENEVA ROAD
SARASOTA FL 34232

STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF SARASOTA

04 JAN 20 11 18 AM

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Management


This will be a manager-managed company. The name and address of each manager is:

GERALD NICHOLS
2401 BENEVA ROAD SARASOTA FL 34232
WILLIAM FRIESING
2401 BENEVA ROAD SARASOTA FL 34232

Article VI. Company Existence

The Company's existence shall begin effective as of January 20, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on January 20, 2004.


CORPORATE CREATIONS INTERNATIONAL INC.
Karla Sarria Vice President

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
WINTER FEST, LLC

REGISTERED AGENT/OFFICE:
WILLIAM FRIESING
2401 BENEVA ROAD
SARASOTA FL 34232

FILED
JAN 21 2004
CLERK OF COURT
JAN 21 2004
CLERK OF COURT

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WILLIAM FRIESING
K. Satria as attorney-in-fact

Date: January 20, 2004

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