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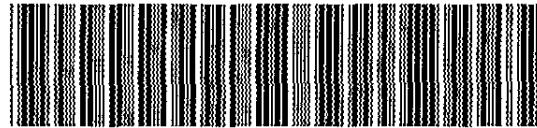
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(Business Entity Name)

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**CAREY, O'MALLEY, WHITAKER & MANSON, P.A.**

ATTORNEYS AT LAW

712 S. OREGON AVENUE  
TAMPA, FLORIDA 33606-2543

MICHAEL R. CAREY  
LAURA L. JACOBS  
DOUGLAS P. MANSON  
E. ASHLEY MCRAE  
RANDALL P. MUELLER  
ANDREW M. O'MALLEY  
DAVID M. PEARCE  
DANIEL D. WHITAKER

TELEPHONE: 813-250-0577  
FACSIMILE: 813-250-9898

February 25, 2004

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Shawn Brown Entertainment International LLC

To Whom It May Concern:

Enclosed for processing are two originals of Articles of Organization for Shawn Brown Entertainment International LLC. Please file one original and certify and return one to me.

Also enclosed is our firm check in the amount of \$130.00, to cover the following costs:

1.	Filing fee	\$100.00
2.	Designation of Registered Agent	25.00
3.	Status Certificate	<u>5.00</u>
	<b>Total</b>	<b>\$130.00</b>

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy Barnes, Paralegal

NRB/gp  
Enclosures

cc: Shawn Brown Entertainment International LLC

225.766.225

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**ARTICLES OF ORGANIZATION  
OF  
SHAWN BROWN ENTERTAINMENT INTERNATIONAL LLC**

The undersigned hereby certifies that he is the authorized representative of the initial members who have associated themselves 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. He further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**Article 1  
NAME AND BUSINESS ADDRESS**

The name of the limited liability company shall be Shawn Brown Entertainment International LLC, and its principal place of business and its mailing address shall be 11818-D Raintree Lake Lane, Temple Terrace, Florida 33617.

**Article 2  
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives of the limited liability company, or the furtherance of any of the powers herein set forth, provided the same shall not be inconsistent with the laws of the State of Florida.
4. 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.
5. Nothing herein contained 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

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any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

**Article 3  
DURATION**

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**Article 4  
MANAGEMENT**

The limited liability company is to be managed by one (1) manager and the name and address of such manager of the company are:

Shawn E. Brown  
11818-D Raintree Lake Lane  
Temple Terrace, Florida 33617

**Article 5  
MEMBERS**

The initial member of the limited liability company is:

Shawn E. Brown  
11818-D Raintree Lake Lane  
Temple Terrace, Florida 33617

**Article 6  
ADMISSION OF ADDITIONAL MEMBERS**

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

**Article 7  
MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that would otherwise terminate the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

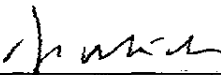
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**Article 8  
INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The Florida street address of the initial registered office of the limited liability company is Carey, O'Malley, Whitaker & Manson, P.A., 712 South Oregon Avenue, Tampa, Hillsborough County, Florida 33606-2543, and the name of its initial registered agent at such address is Daniel D. Whitaker.

The undersigned, being the designated representative of the original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Shawn Brown Entertainment International LLC.

Executed by the undersigned at 712 South Oregon Avenue, Tampa, Florida 33606-2543 on February 25, 2004.

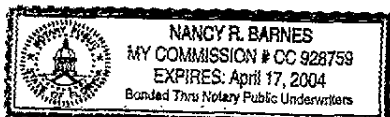
  
\_\_\_\_\_  
Name of Organizer/Authorized Representative  
of the Member : Daniel D. Whitaker

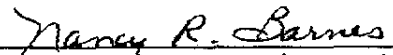
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**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

Before me personally appeared Daniel D. Whitaker, authorized on behalf of the members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25<sup>th</sup> day of February, 2004.

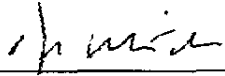


  
\_\_\_\_\_  
Print Name of Notary Nancy R. Barnes  
Personally Known X  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**ACCEPTANCE OF  
REGISTERED AGENT / REGISTERED OFFICE**

The undersigned, having been named in the Articles of Organization of Shawn Brown Entertainment International LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article 8, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision 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 of the Company.

  
\_\_\_\_\_  
Name: Daniel D. Whitaker  
Registered Agent  
712 South Oregon Avenue  
Tampa, Florida 33606-2543

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