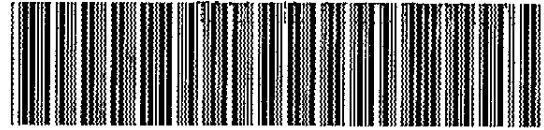


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2004 APR -1 P 3:37

SECRETARY OF STATE



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\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

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(Address)

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(City/State/Zip/Phone #)

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**V. J. Alvarez & Associates, P.A.**  
Attorneys and Counselors At Law

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Telephone 813.835.1955 • Facsimile 813.835.0744  
P.O. Box 10858 • Tampa, Florida 33679-0858  
2004 APR 11 P 31 vialvarezpa@mindspring.com

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 2, 2004

Registration Section  
Division of Corporations  
Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Szemer Entertainment International, L.L.C.

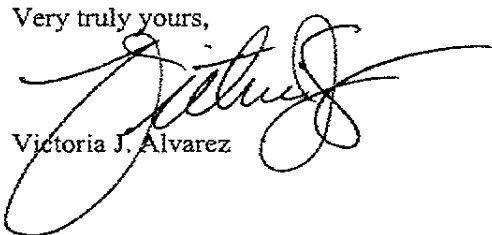
Dear Secretary of State:

Enclosed for filing are **two (2) originals** of the Articles of Organization of Szemer Entertainment International, L.L.C. and Certificate of Designation of Registered Agent and Registered Office.

Also enclosed is check number 4450 in the amount of \$155.00, representing your filing fee of \$100.00, your fee for designation of resident agent of \$25.00, and \$30.00 for a certified copy. Please return the certified copy of the Articles of Organization to the undersigned in the stamped self-addressed envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Very truly yours,

  
Victoria J. Alvarez

VJA:dm

Enclosures

cc: Joseph J. Szemer, Member (w/o enc)

**FILED**

**ARTICLES OF ORGANIZATION**  
**OF**  
**SZEMER ENTERTAINMENT INTERNATIONAL, L.L.C.**

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Limited Liability Company under Chapter 608, Florida Statutes (the Florida Limited Liability Company Act), providing for the formation, rights, privileges and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

**ARTICLE I.**  
**NAME**

The name of the limited liability company (the "Company") shall be **SZEMER ENTERTAINMENT INTERNATIONAL, L.L.C..**

**ARTICLE II.**  
**MAILING AND STREET ADDRESS**

The mailing and street address of the Company is **2205 Premier Drive, Gulfport, Florida 33707.**

**ARTICLE III.**  
**DURATION; EFFECTIVE DATE**

This Company shall exist for a period commencing upon and as of the date on which these Articles of Organization are filed by the Department of State and shall continue, in either case, in perpetuity.

**ARTICLE IV.**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is **2205 Premier Drive, Gulfport, Florida 33707**, and the name of its initial registered agent at such address is **JOSEPH J. SZEMER.**

**ARTICLE V.**  
**PURPOSE**

This Company is organized for the purpose or purposes of engaging in any activity within the purposes for which a limited liability company may be formed under the Florida Limited Liability Company Act, including matters incidental or pertaining to, or connected with, such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

**FILED**  
2004 APR -7 P 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI.**  
**CLASSIFICATION FOR FEDERAL TAX PURPOSES**

It is the intent of the members that the Company be classified and taxed as a partnership for federal tax purposes.

**ARTICLE VII.**  
**AMENDMENT**

These Articles of Organization may be amended by a vote of members representing **more than fifty percent (50%)** of the ownership interests in the Company.

Executed by the undersigned on the 1<sup>ST</sup> day of April, 2004.

  
\_\_\_\_\_  
JOSEPH J. SZEMER, Member

**STATEMENT OF**  
**REGISTERED AGENT AND REGISTERED OFFICE**

**FILED**

Pursuant to the provisions of Section 608.415, Florida Statutes, **SZEMER ENTERTAINMENT INTERNATIONAL, L.L.C.**, a limited liability company organized under the laws of the State of Florida, submits the following statement to designate its Registered Agent and Registered Office in the State of Florida.

The name and address of the Registered Agent and Registered Office are:

**JOSEPH J. SZEMER**  
**2205 Premier Drive**  
**Gulfport, Florida 33707**

Having been named as Registered Agent and to accept service of process for **SZEMER ENTERTAINMENT INTERNATIONAL, L.L.C.** in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

  
**JOSEPH J. SZEMER**

Date: April 1, 2004