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Florida Department of State
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To:

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

From:

Account Name : JOHN E. AURELIUS
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Phone : (954) 772-8222
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

C & D PRODUCTIONS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

SECRETARY OF COMMERCE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
C & D PRODUCTIONS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be C & D PRODUCTIONS, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 2960 Southwest 2nd Avenue, Fort Lauderdale, Florida 33315.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is CAROLA WOODWORTH, whose address is 2960 Southwest 2nd Avenue, Fort Lauderdale, Florida 33315.

ARTICLE V - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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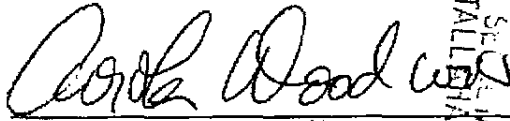
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ARTICLE VI - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial members of the company are:

NAME	ADDRESS
CAROLA WOODWORTH	2960 Southwest 2 nd Avenue Fort Lauderdale, Florida 33315
DIANA METCALF	2960 Southwest 2 nd Avenue Fort Lauderdale, Florida 33315

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Broward County, Florida, on July 14, 2004.



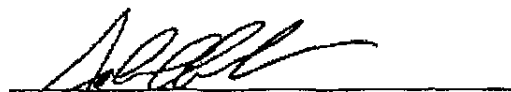
CAROLA WOODWORTH



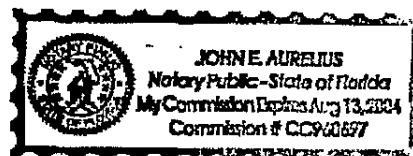
DIANA METCALF

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Sworn to and subscribed before me on July 14, 2004 by CAROLA WOODWORTH and DIANA METCALF, who are personally known to me or who produced identification. Type of identification produced: _____



Notary Public - State of Florida
Print Name: JOHN E. AURELIUS
(Seal)



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**CERTIFICATE OF DESIGNATION OR REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, C & D PRODUCTIONS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is C & D PRODUCTIONS, LLC
2. The name and street address of the registered agent in Florida is:

CAROLA WOODWORTH
2960 Southwest 2nd Avenue
Fort Lauderdale, Florida 33315.

The undersigned, being the person named in the articles of organization of C & D PRODUCTIONS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



CAROLA WOODWORTH
Registered Agent

Dated: July 14, 2004

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