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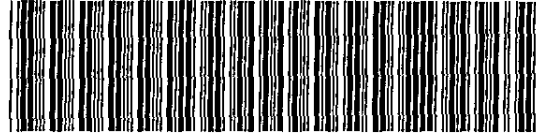
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TALLAHASSEE, FLORIDA  
CORPORATIONS

J. BRYAN SEP 27 2004

**COURT DOCUMENT PREPARATION, SERVICES, INC.  
F/K/A Paralegal Assistance Services, Inc.**

**"Quality Assistance"**

Mailing Address:  
2112 Tyler Street.  
Hollywood, Florida 33020

Office: (954) 925-8185  
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Message: (305) 525-0338  
e-mail: [LawandaJoseph@AOL.com](mailto:LawandaJoseph@AOL.com)

September 16, 2004

Florida Department of State  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: SoBeIt Entertainment, LLC

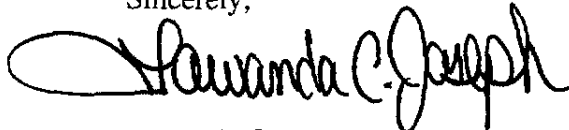
Dear Sir or Madam:

I enclose the articles of incorporation for the above referenced corporation as indicated on the document to be filed. Also, I enclose a check in the amount of \$160.00 for the filing fee.

Should you have any questions, or problems with the document or filing, please call me at (800) 585-8043 or at the above referenced number.

Thank you for your attention to this matter.

Sincerely,



Lawanda C. Joseph  
Senior Paralegal

Encls.  
LCJ:lr

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
SoBelt Entertainment, LLC**

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2004 SEP 23 PM 1:24  
JULY JAMES CORPORATION  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

**ARTICLE I  
Name**

The name of the limited liability company, hereinafter referred to in these Articles as "Company," **SoBelt Entertainment, LLC**

**ARTICLE II  
Address**

The Company's mailing address and street address of its principal place of business in Florida is 1220 Collins Ave., Suite 330, Miami Beach, FL 33139, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III  
Duration/Continuation**

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company' duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

**ARTICLE IV  
Purpose**

The general purpose for which the Company is organized is to: **To produce multi-media entertainment and television shows with focus on special awards productions.**

In addition, the Company shall have unlimited power to engage and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance,

including all powers and purposes now and hereafter permitted by law to a limited liability company.

#### **ARTICLE V Management**

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the members are as follows:

**Geno Chaviano**  
44 Wall St., 12<sup>th</sup> Floor  
New York, NY 10005

**Henry Crespo**  
219 NW 14<sup>th</sup> Terrace,  
Miami, FL 33136

**Suzanne Jewell**  
842 Espanola Way  
Miami Beach, FL 33139

**Robert Kaplan**  
1510 Bay Road  
Suite 404  
Miami Beach, FL 33139

**Bruce Orosz**  
1220 Collins Ave  
Suite 330  
Miami Beach, FL 33139

**Lawanda Joseph**  
2112 Tyler Street  
Hollywood, FL 33020

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OFFICE OF CORPORATIONS  
TALLAHASSEE, FLORIDA

#### **ARTICLE VI Restrictions On Membership**

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

**ARTICLE VII**  
**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 under the direction, of the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

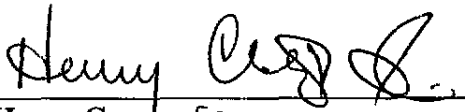
**ARTICLE VIII**  
**Regulations**

The power to adopt, alter, amend or repeal the regulations of the company shall be vested in the members unless vested in the manager of the company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

**ARTICLE IX**  
**Amendment to Articles**

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
Henry Crespo, Sr.

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JACKSONVILLE  
FLORIDA  
CLERK OF CIRCUIT COURT

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

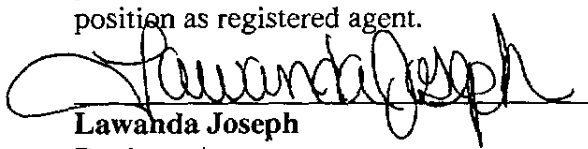
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JULIUS & CO. CORPORATION  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is SoBeIt Entertainment, LLC
2. The name and address of registered agent and registered office is:

Lawanda Joseph  
2112 Tyler Street  
Hollywood, FL 33020

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

  
Lawanda Joseph  
Register Agent

Dated September 16, 2004