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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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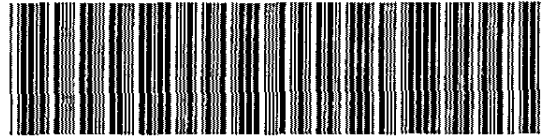
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04 NOV -9 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF LEGISLATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 961211 4320659

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
04 NOV -9 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 8, 2004

ORDER TIME : 4:37 PM

ORDER NO. : 961211-005

CUSTOMER NO: 4320659

CUSTOMER: Mr. Patrick Mcnamara
Rubin, Bailin, Ortoli, Mayer
& Baker LLP
15th Floor
405 Park Avenue
New York, NY 10022-4405

DOMESTIC FILING

NAME: 2005 FLORIDA FESTIVAL, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

NOV. 8. 2004 3:15PM

NO. 5086 P. 2

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

FILED
04 NOV -9 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

2005 Florida Festival, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

c/o The Management Group, LLC

Mailing Address:

485 Madison Avenue, NY NY 10022

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee

FLORIDA 32301

City, State, and Zip

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 as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: Deborah D Skipper

Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres.

Page 1 of 2
(CONTINUED)

LOCATION: 11-08

02:51 0002 5 NOV RX TIME 11-08 '04 14:13 TOLKO NITVE NIBOR

NOV. 8. 2004 3:15PM

NO. 5086 P. 3

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

MGR

MGR

(Use attachment if necessary)

Name and Address:

Lee Helman

485 Madison Avenue

New York, New York 10022

Andrew Fox

485 Madison Avenue

New York, New York 10022

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Patrick McNamara, Authorized Rep. of Member

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 3.00 Certificate of Status (Optional)