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(Requestor's Name)

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(City/State/Zip/Phone #)

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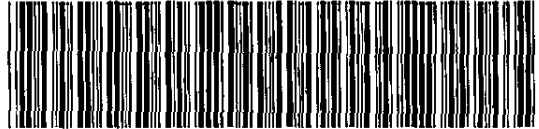
(Business Entity Name)

(Document Number)

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**BRASHEAR & ASSOC. P.L.**  
*C o u n s e l o r s   a t   L a w*

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
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Brashear@NFlaLaw.com  
www.NFlaLaw.com

March 4, 2005

BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

*Of Counsel*  
LARRY D. MARSH  
Florida Bar Board Certified Tax Lawyer

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: DEEP CITY ENTERTAINMENT, LLC

Gentlemen:

Please find the original and one (1) copy of the *Articles of Organization* for the above-referenced LLC. Upon filing should you determine that this LLC's name is too similar to that of an existing LLC, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$155.00 representing the following:

Filing Fee	\$100.00
Certified Copy	\$30.00
Registered Agent Fee	\$25.00.

After filing the original *Articles of Organization*, please return our copy to this office at the address listed above.

Sincerely,

BRASHEAR & ASSOC., P.L.

By:

*Christy L. Chaffin*  
Christy L. Chaffin, Legal Assistant

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SECRETARY OF STATE  
TALLAHASSEE, FL 32314

**ARTICLES OF ORGANIZATION  
OF  
DEEP CITY ENTERTAINMENT, LLC**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is DEEP CITY ENTERTAINMENT, LLC (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

The Company shall terminate on March 2, 2105.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The Company's address for the principal office is 1905 N.W. 13<sup>th</sup> Street, Gainesville, FL 32609. The Company's mailing address is 1905 N.W. 13<sup>th</sup> Street, Gainesville, FL 32609. The name and address of the Company's initial registered agent in the State of Florida is as follows:

<u>Name</u>	<u>Address</u>
Corey Warren	1905 N.W. 13 <sup>th</sup> Street Gainesville, FL 32609

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of the members entitled to vote.

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**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI  
MANAGEMENT**

The Company will be managed by Jonathan Smith in accordance with the Company's regulations. The name and business address of the manager is as follows:

<u>Name</u>	<u>Address</u>
Jonathan Smith	1505 Fort Clarke Blvd., Apt 6202 Gainesville, FL 32606

**ARTICLE VII  
PURPOSE**

The Company is organized for the purpose of engaging in any and all lawful activities.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 4<sup>th</sup> DAY OF MARCH, 2005.

  
COREY WARREN, MEMBER

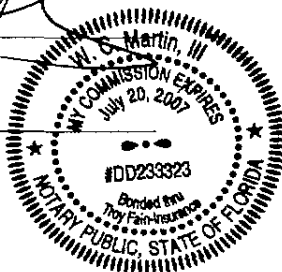
STATE OF FLORIDA  
COUNTY OF ALACHUA

Before me personally appeared COREY WARREN who is known to me to be the person who executed the foregoing Articles of Organization on behalf of DEEP CITY ENTERTAINMENT, LLC.

In witness whereof, I have hereunto set my hand and seal on this 4<sup>th</sup> day of March, 2005.

  
Notary Public, State at Large

Printed Name  
My Commission Expires:



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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

IN WITNESS WHEREOF, THE FOLLOWING MEMBER EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 4th DAY OF MARCH, 2005.

  
JONATHAN SMITH, MEMBER

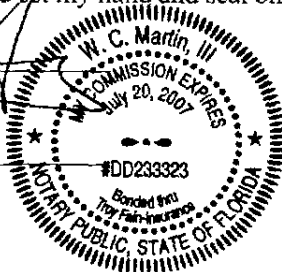
STATE OF FLORIDA  
COUNTY OF ALACHUA

Before me personally appeared JONATHAN SMITH who is known to me to be the person who executed the foregoing Articles of Organization on behalf of DEEP CITY ENTERTAINMENT, LLC.

In witness whereof, I have hereunto set my hand and seal on this 4th day of March, 2005.

  
Notary Public, State at Large

Printed Name  
My Commission Expires:



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TALLAHASSEE, FLORIDA

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

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

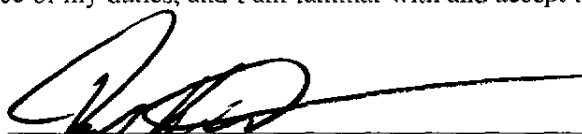
1. The name of the limited liability company is:

DEEP CITY ENTERTAINMENT, LLC

2. The name and address of the registered agent and office is:

Corey Warren  
1905 N.W. 13<sup>th</sup> Street  
Gainesville, FL 32609

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.

  
\_\_\_\_\_  
COREY WARREN, Registered Agent

Date: 3.4.05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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