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Nov 1 20 06:44 Robert J. Hutchins 407 645-0945

p. 1

Division of Corporations

Page 1 of 1

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11/1/05

LIMITED LIABILITY COMPANY

Ponder Entertainment, LLC

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H05000254952 3

## **ARTICLES OF ORGANIZATION for PONDER ENTERTAINMENT, LLC**

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

### **ARTICLE I - NAME**

The name of the limited liability company shall be Ponder Entertainment, LLC ("Company").

### **ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be 630 Sylvan Reserve Cove, Sanford, Florida 32771.

### **ARTICLE III - DURATION**

The Company is to exist perpetually.

### **ARTICLE IV - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### **ARTICLE V - MANAGEMENT**

The Company shall be managed by one (1) or more managers and is, therefore, a manager-managed company. The initial Manager shall be Joel C. Sowers, III.

### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is: 1515 International Parkway, Suite 2001, Lake Mary, Florida 32746 and the name of the initial registered agent for service of process at that address is Robert J. Hutchins.

### **ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such 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 Operating Agreement 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### **ARTICLE VIII - INDEMNIFICATION**

The company shall indemnify its members, managers, officers, employees, and agents to the full extent permitted by law.

H05000254952 3

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Robert J. Hutchins

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P. 3

H05000254952 3

**ARTICLE IX - EFFECTIVE DATE**

The existence of the Company shall commence at 12:01 A.M. on November 1, 2005.



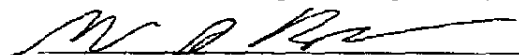
Robert J. Hutchins (an authorized representative of a member)

11/1/2005

Date

**REGISTERED AGENT'S ACCEPTANCE**

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby accept 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.*



Robert J. Hutchins, Registered Agent

11/1/05

Date

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