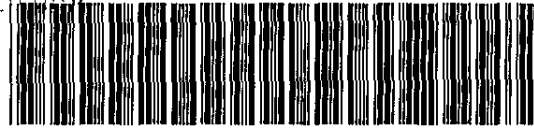


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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 063887 4312767

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 185.00

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TALLAHASSEE, FLORIDA

ORDER DATE : April 26, 2006

ORDER TIME : 10:11 AM

ORDER NO. : 063887-005

CUSTOMER NO: 4312767

DOMESTIC FILING

NAME: SHOWPROCO INC, L.L.C.
PLEASE NOTE THIS COMPANY IS AFFILIATED WITH SHOWPROCO, INC.
THOSE OFFICERS HAVE SIGN THIS DOCUMENT.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERT. COPIES CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Resubmit **FILED**
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TALLAHASSEE, FLORIDA

April 26, 2006

DEBBIE SKIPPER
CSC
TALLAHASSEE, FL

SUBJECT: SHOWPROCO INC., LLC
Ref. Number: W06000019612

We have received your document for SHOWPROCO INC., LLC and the authorization to debit your account in the amount of \$185.00. However, the document has not been filed and is being returned for the following:

Florida LLC's may not use the suffix "INC." in their names. Please do not use Incorporated or Corporation or any abbreviation of those words.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 006A00028738

RECEIVED
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
of
SHOWPROCO, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under Florida Statutes, Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

SHOWPROCO, LLC

SECOND: The latest date on which the Limited Liability Company is to dissolve is December 31, 2033.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with Florida Statutes, Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 1450 N.E. 123rd Street, North Miami, Florida 33161, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is HARDY C. KATZ.

FIFTH: The mailing address and principal office of the Limited Liability Company is 1450 N.E. 123rd Street, North Miami, Florida 33161.

SIXTH: The Limited Liability Company shall be managed by its Managing Members. The names and addresses of the initial Managing Members are: STANLEY J. SCHWARTZ and HARDY C. KATZ, each having an address at 1450 N.E. 123rd Street, North Miami, Florida 33161.

SEVENTH: The total amount of cash, and a description and agreed value of any property other than cash, contributed to the Limited Liability Company, as capital, by the Members is One Thousand (\$1,000.00) Dollars. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made as such times and in such amounts as may hereafter be agreed by the vote of no less than a majority of the Percentage Interests of the Members then entitled to vote. No additional capital contributions have been agreed to by the Members at this time.

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NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

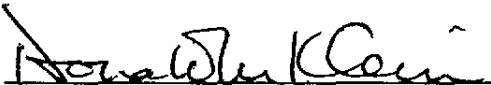
TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company by such vote or consent of the Members' Percentage Interests as shall be set forth in the Limited Liability Company's Operating Agreement.

ELEVENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members, (other than the Managing Member or Members who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.


TWELFTH: None of the Members of the Limited Liability Company shall be liable for the payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization and caused their seals to be affixed this 25th day of April, 2006.

Signed, Sealed and Delivered
in the presence of:


DONALD M. KLEIN

MICHELLE LOSHUSAN-DUYS

 (LS)
STANLEY J. SCHWARTZ, Managing
Member and Member


DONALD M. KLEIN

MICHELLE LOSHUSAN-DUYS

 (LS)
HARDY G. KATZ, Managing Member and
Member


STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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SECRETARY OF STATE

The above and foregoing Articles of Organization of Shoproco LLC were acknowledged before me on this 25th day of April, 2006, by **STANLEY J. SCHWARTZ** and **HARDY C. KATZ**, each of whom is personally known to me and who did not take oaths.



Donald M. Klein
MY COMMISSION # DD158639 EXPIRES
November 21, 2006
BONDED THRU TROY FAIN INSURANCE, INC.


DONALD M. KLEIN
NOTARY PUBLIC, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 608.401 through 608.471, Florida Statutes, the following is submitted, in compliance with said Act:

First that **SHOPROCO** , LLC, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in Articles of Organization has named **HARDY C. KATZ**, located at 1450 N.E. 123rd Street, North Miami, Florida 33161, as its agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


HARDY C. KATZ