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To:
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From:
 Account Name : DAVID A. CHENKIN, P.A.
 Account Number : I20000000115
 Phone : (954)476-7994
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

MODERN CITY ENTERTAINMENT LLC

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| Certificate of Status | 1 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 14, 2006

FLORIDA DEPARTMENT OF STATE
Division of CorporationsMODERN CITY ENTERTAINMENT LLC
11255 ROUNDELAY RD
COOPER CITY, FL 33026SUBJECT: MODERN CITY ENTERTAINMENT LLC
REF: L06000048154

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6020.

Tammi Cline
Document SpecialistFAX Aud. #: H06000156831
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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF**

MODERN CITY ENTERTAINMENT LLC

The undersigned being the managing members of MODERN CITY ENTERTAINMENT LLC, a Florida limited liability company, Document Number L06000048154, whose Articles of Organization were filed on May 9, 2006, do hereby make, subscribe, file and acknowledge these Articles of Amendment and Restatement for the purposes of amending and replacing all of the Articles of the Articles of Organization of this limited liability company and continuing a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

The name of the limited liability company and the complete mailing address for same shall be:

**MODERN CITY ENTERTAINMENT LLC
8551 West Sunrise Blvd., Suite 210
Plantation, Florida 33322**

ARTICLE II

The address of the principal place of business of this limited liability company in the State of Florida shall be:

**MODERN CITY ENTERTAINMENT LLC
8551 West Sunrise Blvd., Suite 210
Plantation, Florida 33322**

and such other place or places as may be agreed on by the Class A members, as defined further herein. The initial registered agent of this limited liability company shall be:

**DAVID CHENKIN
8551 West Sunrise Blvd., Suite 210
Plantation, Florida 33322**

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ARTICLE III

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue in perpetuity unless earlier dissolved by the Class A Voting Member as set forth in these Articles of Organization or any applicable operating agreement.

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TALLAHASSEE, FLORIDA

ARTICLE IV

This limited liability company shall have four classes of membership interests, as follows:

(i) 1,000,000 Class A membership interests which Class A interests may only be issued to WILLIAM ERFURTH, BILLIE GREIF, RONALD STONE, SCOTT ROSENFELT and CHRISTIAN RAMIREZ; of the Class A members only WILLIAM ERFURTH, as the "Class A Voting Member", shall have the right to vote on all limited liability company matters, including but not limited to the taking of an action, including the amendment of the Articles of Organization or operating agreement or the creation under the provisions of the Articles of Organization or operating agreement of a class or group of limited liability company interests that were not previously outstanding or dissolution of the limited liability company, all without the approval of any other members; In no event shall the Class A membership interests ever represent less than twenty five (25%) percent of the total outstanding membership interests of all classes;

(ii) 1,000,000 Class B membership interests which Class B members shall have no voting rights as a member but shall have the right to appoint one (1) person to the Board of Managers; In no event shall the Class B membership interests ever represent less than twenty five (25%) percent of the total outstanding membership interests of all classes;

(iii) 1,000,000 Class C membership interests which Class C members shall have no voting rights as a member; In no event shall the Class C membership interests ever represent less than twenty five (25%) percent of the total outstanding membership interests of all classes; and

(iv) 1,000,000 Class D membership interests which may be created and issued, from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, options or other rights, including voting rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such Class D membership interests as adopted by the Class A Voting Member pursuant to the authority in this paragraph given; In no event shall the Class D membership interests ever represent less than twenty five (25%) percent of the total outstanding membership interests of all classes;

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ARTICLE V

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TALLAHASSEE, FLORIDA

The limited liability company shall be managed by a Board of Managers whose names and addresses are as set forth herein, which Board of Managers shall continue as the Board of Managers until the first annual meeting of this limited liability company, to-wit:

WILLIAM ERFURTH
8551 West Sunrise Blvd., Suite 210
Plantation, Florida 33322

BILLIE GREIF
8551 West Sunrise Blvd., Suite 210
Plantation, Florida 33322

RONALD STONE
8551 West Sunrise Blvd., Suite 210
Plantation, Florida 33322

SCOTT ROSENFELT
8551 West Sunrise Blvd., Suite 210
Plantation, Florida 33322

CHRISTIAN RAMIREZ
8551 West Sunrise Blvd., Suite 210
Plantation, Florida 33322

ARTICLE VI

This limited liability company is organized for the purposes of producing and distributing television and theatrical films as well as other related activities. The purposes of this limited liability company shall not be extended by implication or otherwise except by written amendment of these Articles of Organization.

ARTICLE VII

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by the Class A Voting Member.

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ARTICLE VIII

On the death, retirement, resignation, expulsion, bankruptcy of a member or the occurrence of any other event which terminates the continued membership of any class of member in the limited liability company, the limited liability company shall not be dissolved.

ARTICLE IX

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

ARTICLE X

The limited liability company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified in Article III.
2. The vote of the Class A Voting Member.

ARTICLE XI

The limited liability company shall indemnify and hold harmless the managers and its members from and against any and all claims and demands whatsoever to the fullest extent permitted by law.

ARTICLE XII

These Articles, except with respect to vested rights of the members, may be amended at any time by the vote of the Class A Voting Member entitled to vote and such amendment shall be filed with the Florida Department of State.

[SIGNATURES ON NEXT PAGE]

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IN WITNESS WHEREOF the undersigned has executed these Amended and Restated Articles of Organization this 12 day of June 2006 for filing in accordance with Section 608.411, Florida Statutes.

ADDRESS:

8551 W. Sunrise Blvd., Suite 210
Plantation, FL 33322

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
RESIDENT AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT OF DESIGNATION OF THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability Company is: MODERN CITY ENTERTAINMENT,
LLC.
2. The name and address of the registered agent and Office is:

David A. Chenkin.
(NAME)

8551 West Sunrise Blvd., Suite 210
(P. O. BOX NOT ACCEPTABLE)

Plantation, Florida 33322
(CITY/STATE/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 property and complete performance of my duties, and
I am familiar with and accept the obligations of my position as registered agent.*


David A. Chenkin, Registered Agent

June 12, 2006.

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