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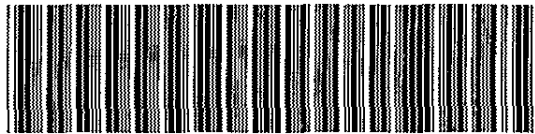
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 296126 81372A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 155.00

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ORDER DATE : August 8, 2006

ORDER TIME : 9:16 AM

ORDER NO. : 296126-005

CUSTOMER NO: 81372A

DOMESTIC FILING

NAME: DIGA ENTERTAINMENT, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
DIGA ENTERTAINMENT, LLC

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TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME, MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be DIGA ENTERTAINMENT, LLC, and its mailing address and street address of the principal office shall be at located 2900 S.W. 28th Terrace, 5th Floor, City of Miami, County of Miami-Dade, State of Florida, 33133, but it shall have the power and authority to establish branch offices at any other place or places as the Managers may designate. The mailing address shall be the same.

ARTICLE II

The address of the initial registered office of the limited liability company is 2900 S.W. 28th Terrace, 5th Floor, City of Miami, County of Miami-Dade, State of Florida, 33133, and the name of the company's initial registered agent at that address is Nicholas E. Christin.

ARTICLE III

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- (1) Entertainment management and related activities.
- (2) In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

(3) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(4) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(5) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of the Operating Agreement and the business and affairs of this limited liability company shall be managed by the Managers of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a two thirds (2/3) vote of the Managers of the limited liability company.

ARTICLE V

MANAGEMENT

The limited liability company shall be managed by the Managers. The LLC is a Manager-Managed Company. The name and address of the initial Managing Directors are Francis Pastor, P.O. Box 402561, Miami Beach, FL 33140-0561, Richard Gaccione, 430 Orienta Avenue,

Mamaroneck, NY 10543, and Steve Smith 16950 N. Bay Road, Unit 2101, Sunny Isles, FL 33160, who shall serve until successor managers are elected.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Managers shall have the right to admit new Members by a two thirds (2/3) vote written consent of the Managers. Contributions required of new Managers shall be determined as of the time of admission to the limited liability company.

A Member's interest in the limited liability company may not be sold or otherwise transferred except with the two thirds (2/3) vote written consent of Francis Pastor, Richard Gaccione, and Steve Smith.

ARTICLE VII

REMOVAL, RESIGNATION AND WITHDRAWAL OF MEMBERS

It is hereto agreed that a Member shall be entitled to withdraw from the limited liability company for any reason, so long as the withdrawing Member either transfers his interest to the limited liability company or transfers his interest to a third party only with the unanimous consent of all Managers.

In the event of the withdrawal of any Member from the limited liability company, the Members hereto agree that the withdrawing Manager shall retain no right to dissolve the limited liability company or to sell the limited liability company assets. It is further agreed that all remaining Members shall be entitled to continue the limited liability company and shall not owe any duty to transfer the limited liability company's assets to the withdrawing Manager.

A majority of the Managers may remove another Member, without having to possess, state or approve cause, by a two thirds (2/3) vote of the Managers holding voting power of all Managership interests, excluding any voting power held by a Manager whose removal is sought. The two thirds (2/3) vote must be taken at a properly scheduled meeting of all of the Managers.

ARTICLE VIII

MANAGERS' RIGHTS TO CONTINUE BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Manager, or the occurrence of any other event that terminates the continued Managership of a Manager in the limited liability company, the remaining Managers shall have the right to admit additional Managers and to continue the business on two thirds (2/3) vote consent of the remaining Managers.

ARTICLE IX

DURATION

This limited liability company shall exist until dissolved in a manner provided by law.

To avoid dissolution under this section, the limited liability company must have at least two (2) remaining Managers. If a disassociation leaves the limited liability company with only one (1) remaining Manager, that Manager may admit an additional Manager in order to continue the limited liability company within a reasonable time as proscribed by the laws of the state of Florida.

ARTICLE X

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the limited liability company's Operating Agreement then, to the extent allowed by law, the Operating Agreement will govern.

ARTICLE XI

INSURANCE

The limited liability company may purchase and maintain insurance on behalf of a Manager in that Manager's official capacity and any liability asserted against and incurred by the Manager in or arising from that capacity, whether or not the limited liability company would have been required to indemnify the Manager against the liability.

ARTICLE XII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

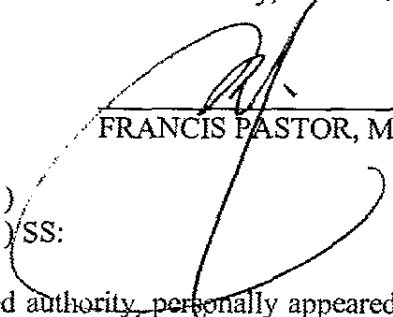
The name of the limited liability company is DIGA ENTERTAINMENT, LLC

The address of the initial registered office of the limited liability company is 2900 S.W. 28th Terrace, 5th Floor, City of Miami, County of Miami-Dade, State of Florida, 33133, and the name of the company's initial registered agent at that address is Nicholas E. Christin.

The undersigned, being an original Manager of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of DIGA ENTERTAINMENT, LLC.

Having been named as registered agent 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 am familiar with and accept the obligations of my position as Registered Agent.

Executed by the undersigned at Miami-Dade County, Florida on August 7, 2006.


_____(SEAL)
FRANCIS PASTOR, Manager

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

) SS:

BEFORE ME, the undersigned authority, personally appeared FRANCIS PASTOR, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 7th day of August, 2006.



Notary Public

My Commission Expires:



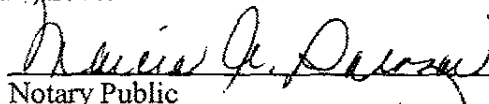
Marcia A Salazar
My Commission DD213058
Expires June 01 2007

 (SEAL)
NICHOLAS E. CHRISTIN, Registered Agent

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

BEFORE ME, the undersigned authority, personally appeared NICHOLAS E. CHRISTIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 7th day of August, 2006.


Notary Public

My Commission Expires:



Marcia A Salazar
My Commission DD218058
Expires June 01 2007