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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

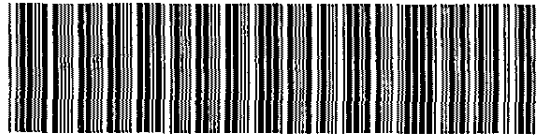
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

South Bay Festival of the
Arts, LLC

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Signature _____

Requested by: WC 10/6 4:00

Name _____

Date _____

Time _____

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Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
SOUTH BAY FESTIVAL OF THE ARTS, LLC**

ARTICLE I - NAME:

The name of the limited liability company ("LLC") is: South Bay Festival of the Arts, LLC

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the LLC is perpetual.

**ARTICLE III
ADDRESS**

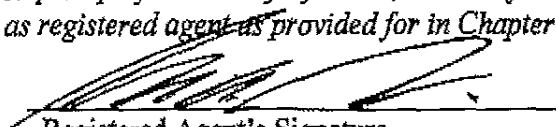
The mailing address and the street of the principal office of the LLC is:
c/o Scott A. Silver
18001 Old Cutler Road - Suite 600
Miami, Florida 33157

**ARTICLE IV
REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the LLC's initial registered agent are:

Scott A. Silver
Silver, Garvett & Henkel, P.A.
18001 Old Cutler Road - Suite 600
Miami, Florida 33157

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 as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

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ARTICLE V
RIGHT OF THE MEMBERS TO ADMIT ADDITIONAL MEMBERS

The right of the members to admit additional members, and the terms and conditions of the admissions, if given, shall be as provided in the LLC operating agreement.

ARTICLE VI
RIGHT OF REMAINING MEMBERS OF THE LLC TO CONTINUE THE BUSINESS

The right of the remaining members of the LLC to continue the business on 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 LLC shall be as provided in the LLC operating agreement.

ARTICLE VII
MANAGEMENT OF LLC

The LLC is to be managed by one or more managers, as provided for in the LLC Operating Agreement and is, therefore, a manager-managed company. No member or other person has been appointed or elected as a managing member of the LLC at the date of the filing of these Articles.

ARTICLE VIII
EXECUTION OF ARTICLES OF ORGANIZATION

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed this 5th day of October, 2006.

By: _____

Scott A. Silver, Manager

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 5th day of October, 2006, by Scott A. Silver, Manager of South Bay Festival of the Arts, LLC, who is personally known to me, who did/did not take an oath, and who executed the foregoing Articles of Organization and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 5th day of October, 2006.

Notary Public State of Florida at Large
(SEAL)

