

# LO7000043873

Florida Department of State  
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**To:**

Division of Corporations  
Fax Number : (850)205-0383

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FLORIDA/FOREIGN LIMITED LIABILITY CO.

so real entertainment llc.

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(5)

**ARTICLES OF ORGANIZATION OF  
SO REAL ENTERTAINMENT LLC.**

**ARTICLE I**

**NAME**

The name of this limited liability company is So Real Entertainment LLC. (the "Company")

**ARTICLE II**

**DURATION**

The Company shall exist perpetually, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulation")

**ARTICLE III**

**PURPOSE**

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

**ARTICLE IV**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 901 Ponce de Leon Blvd. Suite 501 Coral Gables, Fl. 33134 and such other place or places as the members from time to time may determine. The mailing address of the Company is the same

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND  
REGISTERED NOTICE**

The initial registered agent of the Company shall be Andres J. Iriondo The address of the initial registered agent is 901 Ponce de Leon Blvd., Suite 501 Coral Gables, Fl. 33134.

**ARTICLE VII**

**MANAGEMENT**

The Company will be managed by managers who may be, but are not required to be, a member of the Company. The name and address of the managers who will serve as managers until the first annual meeting of the members or until

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successor are selected and qualified in accordance with the Regulations is:

Ricardo Sarille  
301 Sunrise Dr. #5BW  
Key Biscayne, Fl. 33149

### ARTICLE III

#### NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member upon such terms and conditions as set forth in the Regulation, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

### ARTICLE IX

#### DISOLUTION AND MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be terminated and dissolved upon:

- (A) the vote of all members holding an interest in the Company;
- (B) the expiration of the term of the Company ; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 23rd day of April, 2007 effective upon filing same with the Florida Department of State.

  
Andres Iriondo

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

The foregoing instrument was acknowledged before me this 23rd day of April 2007, by Andres J. Iriando, as Incorporator, who did execute the foregoing Articles of Organization as incorporator, who is personally known to me or produced \_\_\_\_\_ as identification..

William H. Albornoz  
Signature - NOTARY PUBLIC



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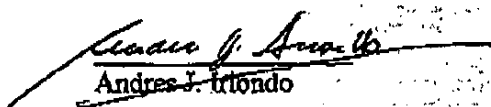
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISION OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN  
THE STATE OF FLORIDA.**

1. The name of the limited liability company is: So Real Entertainment LLC
2. The name and the Florida street address of the registered agent is:

Andres J. Iriondo  
901 Ponce de Leon Blvd, Suite 501  
Coral Gables, Fl. 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the certificate, 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 am familiar with and accept the obligations of my position as registered agent.

  
Andres J. Iriondo

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