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07 NOV 27 AM 10:01
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TALLAHASSEE, FLORIDA

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11/18



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 333221 5011958

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
07 NOV 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 27, 2007

ORDER TIME : 3:03 PM

ORDER NO. : 333221-010

CUSTOMER NO: 5011958

DOMESTIC FILING

NAME: M & D ENTERTAINMENT, LLC

EFFECTIVE DATE:

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \ _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

M & D ENTERTAINMENT, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

201 East Pine Street, Suite 500
Maitland, Florida 32751

Mailing Address:

201 East Pine Street, Suite 500
Orlando, Florida 32801

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

N. Dwayne Gray, Jr., Esquire

Name

201 East Pine Street, Suite 500

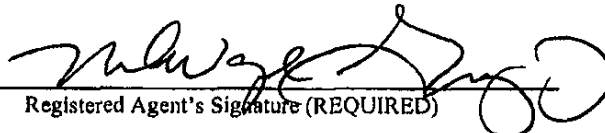
Florida street address (P.O. Box **NOT** acceptable)

Orlando, 32801

FL

City, State, and 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 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, F.S..


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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07 NOV 27 AM 10:02
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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

MICHAEL GILARDI

1417 Shadwell Circle

Lake Mary, Florida 32746

MGR

N. DWAYNE GRAY, JR.

c/o 201 East Pine Street, Suite 500

Orlando, Florida 32801

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: November 27, 2007. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(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.)

N. Dwayne Gray, Jr., Esquire

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)