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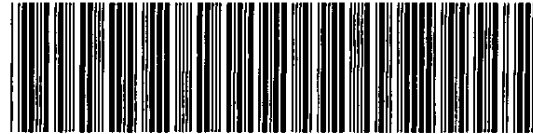
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DIVISION OF CORPORATIONS
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J. BRYAN

JUN - 3 2008

EXAMINER

DOUGLAS J. BURNS, P.A.

Douglas J. Burns

Licensed to Practice
in
Florida and Georgia

Attorney at Law
Certified Public Accountant

2559 Nursery Road, Suite A
Clearwater, Florida 33764

Telephone: 727.725.2553
Facsimile: 727.725.9584
Email: dburns@ij.net

May 27, 2008

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: High Performance Entertainment, LLC

Dear Sir or Madam:

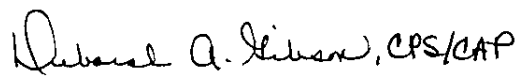
Enclosed please find the original and one copy of the above-referenced Articles of Organization, along with a check in the amount of \$125.00 for the filing fee..

Please file the Articles of Organization at your earliest convenience and return the confirmation of filing to 2559 Nursery Road, Suite A, Clearwater, Florida 33764.

Thank you for your assistance. Please do not hesitate to contact me if you have any questions or concerns.

Sincerely,

DOUGLAS J. BURNS, P.A.


Deborah A. Gibson, CPS/CAP

Enclosures

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**ARTICLES OF ORGANIZATION
FOR
HIGH PERFORMANCE ENTERTAINMENT, LLC**

The undersigned, he being a natural person, competent to contract for the purpose of forming limited liability company under the laws of the State of Florida, does hereby adopt the following articles of organization in accordance with Section 608.401.

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08 JUN - 2 PM 1:23

ARTICLE I

NAME OF BUSINESS: The name of the Limited Liability Company shall be **HIGH PERFORMANCE ENTERTAINMENT, LLC.**

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the company is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by a company organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this company shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

TERM OF EXISTENCE: This company shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE V

ADDRESS OF BUSINESS: The initial mailing and business address of the principal office of the proposed company in the State of Florida shall be:

3177 54TH Street North
St. Petersburg, Florida 33710

ARTICLE VI

INITIAL REGISTERED AGENT: The name and street address of the initial registered agent is: Joseph W. Benoit, 3177 54th Street North, St. Petersburg, Florida 33710.

ARTICLE VII

MANAGEMENT: The Limited Liability Company is to be managed by the members.

Initials 

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Organization of **High Performance Entertainment, LLC**, places his hand and seal this 27th day of May, 2008 at Clearwater, Florida.

In the presence of:

Douglas S. Burns
WITNESS Douglas S. Burns

Deborah A. Gibson
WITNESS Deborah A. Gibson

Joseph W. Benoit, Member

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SECRETARY OF CORPORATIONS
08 JUN - 2 PM 4:23

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME personally appeared **Joseph W. Benoit** personally known to me or who produced Florida Drivers License as identification and who did/did not take an oath, and was known to be the person described in and who executed the foregoing instrument as Member to the foregoing Articles of Organization and who, after being first duly sworn, acknowledged that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 27 day of May, 2008 at Clearwater, Florida.

Deborah A. Gibson
NOTARY PUBLIC - STATE OF FLORIDA

My Commission expires: November 20, 2009

DEBORAH A GIBSON
Notary Public, State of Florida
My Comm. Expires Nov. 20, 2009
No. DD492262

Initials AB

**CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS
08 JUN - 2 PM 12:30

Pursuant to the provisions of section 608.415, 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 **High Performance Entertainment, LLC.**
2. The name and the Florida street address of the registered agent is:

Joseph W. Benoit, 3177 54th Street North, St. Petersburg, Florida 33710

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 properly and complete my duties, and I am familiar with and accept the obligations of my position as registered agent.



Joseph W. Benoit, Member

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME personally appeared **Joseph W. Benoit**, personally known to me or who produced Florida Drivers License as identification and who did/did not take an oath, and was known to be the person described in and who executed the foregoing instrument as Member to the foregoing Articles of Organization who, after being first duly sworn, acknowledged that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 27 day of May, 2008 at Clearwater, Florida.



NOTARY PUBLIC -STATE OF FLORIDA

My Commission expires: November 20, 2009

DEBORAH A GIBSON
Notary Public, State of Florida
My Comm. Expires Nov. 20, 2009
No. DD492262

Initials J.B.