

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L08000065347
FILED 8:00 AM
July 07, 2008
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:
NAPLES INTERNATIONAL FILM FESTIVAL, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
1100 6TH AVENUE SOUTH
SUITE 226
NAPLES, FL. 34102

The mailing address of the Limited Liability Company is:
1100 6TH AVENUE SOUTH
SUITE 226
NAPLES, FL. 34102

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
JOHN C GOEDE ESQ.
9915 TAMiami TRAIL NORTH
SUITE 1
NAPLES, FL. 34108

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.

Registered Agent Signature: JOHN GOEDE

Article V

The name and address of managing members/managers are:

Title: MGR
SAMUEL ENTERPRISES, LLC
14657 BEAUFORT CIRCLE
NAPLES, FL. 34119

Title: MGR
CAPOMAESTRO PRODUCTIONS, LLC
1100 6TH AVENUE SOUTH, STE 226
NAPLES, FL. 34102

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Article VI

The effective date for this Limited Liability Company shall be:

07/01/2008

Signature of member or an authorized representative of a member

Signature: JOHN GOEDE