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Florida Department of State  
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From:  
Account Name : JORGE GAVIRIA  
Account Number : 120000000245  
Phone : (305) 666-8844  
Fax Number : (305) 667-7004

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**FLORIDA/FOREIGN LIMITED LIABILITY  
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Entertainment Property Holdings, LLC

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**M. THOMAS****EXAMINER**

**ARTICLES OF ORGANIZATION  
OF  
ENTERTAINMENT PROPERTY HOLDINGS, LLC.**

The undersigned, for purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I- NAME**

The name of the limited liability company shall be ENTERTAINMENT PROPERTY HOLDINGS, LLC. The principal place of business of the Company in Florida shall be:

810 SW 22<sup>ND</sup> Ave.  
Miami, Florida 33135

The mailing address shall be:

810 SW 22<sup>ND</sup> Ave.  
Miami, Florida 33135

**ARTICLE II- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be indefinite, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III-PURPOSE AND POWERS**

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is:

Jorge Gaviria  
9769 S. Dixie Hwy.

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Suite 101  
Miami, Florida 33156  
305-666-8844

#### ARTICLE V- MEMBERS AND CAPITAL CONTRIBUTIONS

The members of the Company are those listed bellow, and shall contribute to the capital of the Company the cash or property set forth as follows:

<u>Members</u>	<u>Capital Contribution</u>
Margarita Sainz	100%

#### ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all members.

#### ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the

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business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Maggie Sainz 810 SW 22<sup>nd</sup> Ave., Miami, Florida 33135.

Antonio A. Munnet shall be co manager, until replaced or deleted by the Members.

#### ARTICLE X- MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

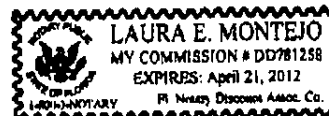
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this August 14, 2008.

  
Margarita F. Sainz

Before me personally appeared, Margarita F. Sainz to me well known to be the organizers of the above limited liability company who produced her drivers license and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that they made the same for the uses and purpose mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this August 14, 2008.

Notary 



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

**ENTERTAINMENT PROPERTY HOLDINGS, LLC**

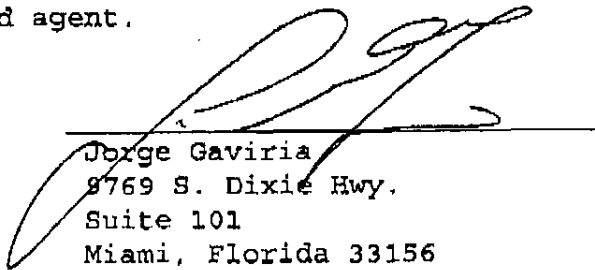
Under the provisions of F.S. 608.414 or 608.507,  
**ENTERTAINMENT PROPERTY HOLDINGS, LLC**, submits the following  
statement to designate a registered office and registered agent in  
the state of Florida:

1. The name of the limited liability company is **ENTERTAINMENT  
PROPERTY HOLDINGS, LLC**.

2. The name and street address of the registered agent in Florida  
is:

Jorge Gaviria  
9769 S. Dixie Hwy.  
Suite 201  
Miami, Florida 33156

The undersigned, being the person named in the articles  
organization of **ENTERTAINMENT PROPERTY HOLDINGS, LLC**,  
registered agent of this limited liability company, hereby consents  
to accept service of process for the above stated company at the  
place designated in the articles of organization, and accepts the  
appointment as registered agent and agrees to act in this capacity.  
The undersigned further agrees to comply with the provisions of all  
statutes relating to the proper and complete performance of his or  
her duties, and is familiar with and accepts the obligations of the  
position of registered agent.

  
Jorge Gaviria  
9769 S. Dixie Hwy.  
Suite 101  
Miami, Florida 33156  
305-666-8844  
305-667-7004 Facsimile

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