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| Certified Copies Certificates of Status | | | | |
| Special Instructions to Filing Officer: | | | | |
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Office Use Only

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EXAMINER



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REFERENCE: 903903

AUTHORIZATION : (

COST LIMIT : \$'125'.00

ORDER DATE: September 7, 2011

ORDER TIME : 12:47 PM

ORDER NO. : 903903-005

CUSTOMER NO: 7707745

DOMESTIC FILING

NAME: DOLPHIN LM DISTRIBUTION, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY ___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Catherine Leach - EXT. 2052

EXAMINER'S INITIALS:

COVER LETTER

ONESCON OF CORPORATE STATE ONES TO: Registration Section Division of Corporations Dolphin LM Distribution, LLC SUBJECT: Name of Limited Liability Company The enclosed Articles of Organization and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following: William O'Dowd Name of Person Dolphin Entertainment Inc. Firm/Company Suite 365, 804 Douglas Road, Executive Tower Building Address 33134 Coral Gables, FL City/State and Zip Code E-mail address: (to be used for future annual report notification) For further information concerning this matter, please call: Name of Person Area Code & Daytime Telephone Number Enclosed is a check for the following amount: \$155.00 Filing Fee & **X**\$160.00 Filing Fee, \$130.00 Filing Fee & \$125.00 Filing Fee Certificate of Status & Certificate of Status Certified Copy Certified Copy (additional copy is enclosed) (additional copy is enclosed)

Mailing Address

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Street/Courier Address

Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMP

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The name of the Limited Liability Company is:

Dolphin LM Distribution, 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: | Mailing Address: |
|-----------------------------|-----------------------------|
| 804 Douglas Road, Suite 365 | 804 Douglas Road, Suite 365 |
| Coral Gables, FL 33134 | Coral Gables, FL 33134 |
| | |

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:

| <u>Willi</u> | ıam (| <u>Dowd (</u> | | | | | | | |
|--------------|-------|---------------|---|---|--|--|--|--|--|
| Name | | | | | | | | | |
| | | | _ | _ | | | | | |

Suite 365, 804 Doglas Road, Executive Tower Bldg
Florida street address (P.O. Box NOT acceptable)

Coral Gables FL 33134
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.

By: Down Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s): The name and address of each Manager or Managing Member is as follows: Title: Name and Address: "MGR" = Manager "MGRM" = Managing Member MGRM Dolphin Entertainment Inc. Suite 356, 804 Douglas Road, Executive Tower Bldg. Coral Gables, FL 33134 MGR William O'Dowd c/o Dolphin Entertainment Inc., Suite 365 804 Douglas Road, Coral Gables, FL 33134 (Use attachment if necessary) **ARTICLE V:** Effective date, if other than the date of filing: _ (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. I am aware that any false information submitted in a document to the Department of State

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)

constitutes a third degree felony as provided for in s.817.155, F.S.)

Typed or printed name of signee