

L9500000399

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

1492 W. FLAGLER ST.
SUITE 200
MIAMI FL 33135-0-0000
CONTACT: RAY STORMONT
PHONE: (305) 641-3094
FAX: (305) 641-3770

((H95000005370))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: KREE B PRODUCTIONS INTERNATIONAL L.C.
FAX AUDIT NUMBER: H95000005370 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/12/1995 TIME REQUESTED: 11:07:21
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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NUM

Connect: 00:23

FILED
95 MAY 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mr. Markin for Kree B Productions Inc.
is Only a Member of the
L.C. 5/23*

*20500, 01127, 00671
105-10194*

MAY-23-1995 07:59 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1995

EMPIRE

SUBJECT: KREE B PRODUCTIONS INTERNATIONAL L.C.
REF: W95000010194

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla
Corporate Specialist

FAX Aud. #: H95000005376
Letter Number: 195A00024571

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

7

ARTICLES OF ORGANIZATION
OF

KREE & PRODUCTIONS INTERNATIONAL L.C.

These Articles of Organization are made for the purpose of organizing a Florida limited liability company pursuant to the provisions of the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of this limited liability company is
KREE & PRODUCTIONS INTERNATIONAL L.C.

ARTICLE II

DURATION

The Company shall exist for a period of 30 years commencing from the date of filing these Articles with the Department of State, unless earlier dissolved in a manner provided by law, or as provided in the regulations adopted by the members of the Company.

ARTICLE III

PURPOSE

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Company shall be 4111 - 4113 North Miami Avenue, Miami, Florida 33127, or such other place or places as the members from time to time may determine. The name and street address of the initial registered

Stewart A. Morkin, Esq.
Morkin, Levin & Lalesio, PA
444 Brickell Ave., #300
Miami, Florida 33131
(305) 398-5800
Fla. Bar # 153444

FILED

95 MAY 23 AM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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agent of the Company is Stewart A. Morkin Esq., Suite 300, 444
Brickell Avenue, Miami, Florida 33131.

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of
the Company cash or property as follows:

Kree & Florida	-	\$10,000.00
Urdaneta	-	-\$0-

Calls for additional contributions may be made if needed for
the operation of the business in the amount determined to be
needed by the Managing Member.

ARTICLE VI

ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time
to time with the unanimous written consent of the current members
on such terms and conditions as are set forth by them.

ARTICLE VII

TERMINATION OF MEMBERSHIP

In the event of the death, retirement, resignation,
expulsion, bankruptcy or dissolution of a member, or upon the
occurrence of any other event which terminates the continued
membership of a member in the Company, the remaining members may,
by unanimous written consent, continue the business of the
Company.

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ARTICLE VIII

MANAGEMENT OF THE COMPANY

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the 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 names and address of the members of the company are:

Miguel Urdaneta
4111 - 4113 North Miami Avenue
Miami, Florida 33127

Simon Brand
4111 - 4113 North Miami Avenue
Miami, Florida 33127

ARTICLE IX

REGULATIONS

The members of the Company shall adopt regulations containing provisions for the regulation and management of the Company. The power to adopt, alter, amend, or repeal the regulations of the Company shall be by unanimous written consent of the members.

ARTICLE X

DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of organization with the Florida Department of State.

ARTICLE X

TRANSFERABILITY OF MEMBERS' INTERESTS

No member shall have the right to sell or otherwise transfer his or her interest without the unanimous written consent of the members.

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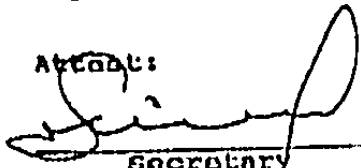
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AMENDMENTS

These Articles of Organization may be amended from time to time by the unanimous written consent of the members and the amendments shall be filed, duly signed by all the members of the Company, with the Florida Department of State.

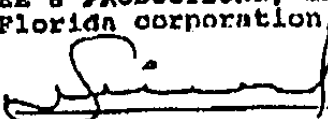
The undersigned have executed these Articles of Organization on APRIL 20th, 1995.

Attest:


Secretary
Simon Brand

KREE 8 PRODUCTIONS, INC.,
a Florida corporation

By


Simon Brand, President

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CORPORATE ACKNOWLEDGMENT


STATE OF

88

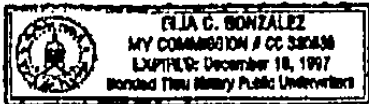
COUNTY OF

On this 20th day of April, 1995 before me the undersigned officer, personally appeared SIMON BRAND and SIMON BRAND known personally to me to be the President and Secretary, respectively of the above-named corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as such officers.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above-written.


Notary Public, State of Florida

My Commission Expires:



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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned doos hereby acknowledge that it is familiar with the duties of a registered agent and accepts its appointment as registered agent on whom process may be served within the State of Florida for the proposed limited liability company named in the foregoing Articles of Organization.

By: Stewart A. Merkin
Title: Registered Agent

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95 MAY 23 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H9500005376

FILED
95 MAY 23 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
SIMON BRAND, personally known to me to be the President of KREE 8
PRODUCTIONS, INC., a Florida corporation, a member of KREE 8
PRODUCTIONS INTERNATIONAL, L.C., a Florida Limited Liability
Company, who, after being duly sworn, deposes and says as follows:

1. The Limited Liability Company has at least two (2)
members.

2. The actual amount of cash contribution is \$10,000.00
which will be contributed by the members of the Limited Liability
Company.

3. There is no property other than cash being contributed by
the members.

4. The total amount of cash anticipated to be contributed by
the members is \$10,000.00.

Further Affiant Sayeth Naught.

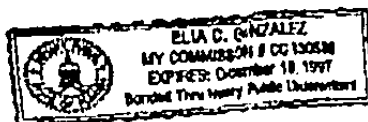
KREE 8 PRODUCTIONS, INC., a
Florida Corporation,

By: Simon Brand
Simon Brand, President

WITNESS my hand and official seal in the County and State last
aforesaid this 22 day of May, 1995

Elia C. Gonzalez
Notary Public, State of Florida

My Commission Expires:



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SEP 13 1996

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3:26 PM

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PUBLIC ACCESS SYSTEM

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((H96000010088)))

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33136-

9-0000

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000010088)))

DOCUMENT TYPE: DISSOLUTION

NAME: KREE 8 PRODUCTIONS INTERNATIONAL, L.C.

FAX AUDIT NUMBER: H96000010088

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/19/1996

TIME REQUESTED: 16:26:43

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CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

SEP 13 1996 15:03



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1996

KREE 8 PRODUCTIONS INTERNATIONAL, L.C.
4111-4113 NORTH MIAMI AVENUE
MIAMI, FL 33127

SUBJECT: KREE 8 PRODUCTIONS INTERNATIONAL, L.C.
REF: L95000000399

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Articles of Dissolution for a Florida limited liability company must be signed by all members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000010088
Letter Number: 196A00035201



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 1, 1996

KREE 8 PRODUCTIONS INTERNATIONAL, L.C.
4111-4113 NORTH MIAMI AVENUE
MIAMI, FL 33127SUBJECT: KREE 8 PRODUCTIONS INTERNATIONAL, L.C.
REF: L95000000399

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

Articles of Dissolution for a Florida limited liability company must be signed by all members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate SpecialistFAX Aud. #: H96000010088
Letter Number: 796A00036802

ARTICLES OF DISSOLUTION
OF
KREE B PRODUCTIONS INTERNATIONAL L.C.

H96000010088

FILED
96 AUG 13 PM 4:30
TALLAHASSEE, FLORIDA

These Articles of Dissolution are made for the purpose of dissolving a Florida limited liability company pursuant to the provisions of the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of the limited liability company is KREE B PRODUCTIONS INTERNATIONAL L.C.

ARTICLE II

EFFECTIVE DATE

The effective date of the limited liability company's dissolution is July 19, 1996.

ARTICLE III

PURPOSE

On July 11, 1996, all of the members of the limited liability company voted in favor of its dissolution.

ARTICLE IV

DEBTS, OBLIGATIONS AND LIABILITIES

All debts, obligations and liabilities of the limited liability company have been paid or discharged.

Filed by:

Stewart A. Herkin, Esq.
444 Brickell Avenue, #300
Miami, Florida 33131
(305) 358-5800
Fla. Bar No. 153444

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ARTICLE V

DISTRIBUTION OF PROPERTY AND ASSETS

All remaining property and assets of the limited liability company have been distributed among its members in accordance with their respective rights and interests.

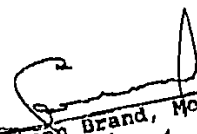
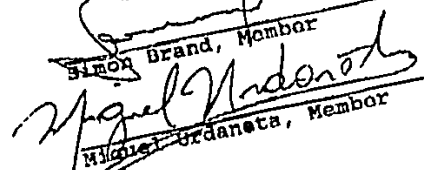
ARTICLE VI

PENDING ACTIONS

There are no suits pending against the limited liability company in any court.

The undersigned has executed these Articles of Dissolution on

7-19, 1996.


Simon Brand, Member

Miguel Ordaneta, Member

496000010088

SEP-13-1996 15:03
EMPIRE CORPORATE K11