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CSC networks
PRINCE HALL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 651028 9576A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : July 31, 1995

ORDER TIME : 10:38 AM

ORDER NO. : 651028

CUSTOMER NO: 9576A

CUSTOMER: Richard B. Sabra, Esq
RICHARD B. SABRA, ESQ

Suite 202b, The Oaks
4330 Sheridan Street
Hollywood, FL 33021

200001553842
-08/07/95--01016--001
****337.50 ****337.50

DOMESTIC FILING

NAME: STRAIGHT-UP PRODUCTIONS, L.C.

XXX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN AUG - 1 1995

FILED
95 JUL 31 4 18 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 31 11 11 28
T. BROWN
EXAMINER'S INITIALS

ARTICLES OF ORGANIZATION OF STRAIGHT-UP PRODUCTIONS, L.C.

FILED
95 JUL 31 AM 8 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company is STRAIGHT-UP PRODUCTIONS, L.C.

ARTICLE II DURATION

This limited liability company shall exist until one day prior to the twenty-ninth (29th) anniversary date of the commencement of business, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE III PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be located at 1521 Alton Road, Suite 155, Miami Beach, Florida 33139, but it shall have the power and authority to change or establish branch offices at such place or places as may be designated by the members.

ARTICLE IV PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all

things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and, in any manner, dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of limited liability company powers, and to carry out all or any of the purposes, enumerated herein, or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided that same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE V MANAGEMENT

This limited liability company shall be managed by four (4) managers, who must be members. Only the managers shall be entitled to vote. Each such manager shall have one (1) vote. The names and addresses of the members who shall serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

Benjamin DeGuzman	345 Ocean Drive #722, Miami Beach, FL 33139
Shawn Striegel	7222 Trouville Esplanade, Miami, FL 33141
Dan Binkiewicz	917 Surfside Boulevard, Surfside, FL 33154
Kelly P. Smith	9022 S.W. 123rd Court, #306, Miami, FL 33186

ARTICLE VI INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company is Richard B. Sabra, Esq., 4330 Sheridan Street, Suite 202B, Hollywood, Florida 33021.

ARTICLE VII RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent.

Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all voting members.

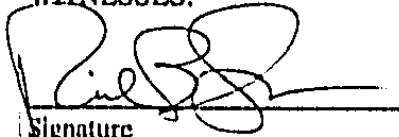
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being one of the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of

Straight-Up Productions, L.C.

Executed at Broward County, Florida on July 28, 1995.

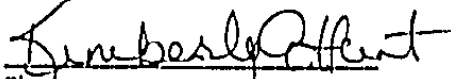
WITNESSES:



Signature

RICHARD B. SABRA

Printed Name



Signature

Kimberly A. Hunt

Printed Name


KELLY P. SMITH

STATE OF FLORIDA)
COUNTY OF BROWARD)

The following Articles of Organization of Straight-Up Productions, L.C. was acknowledged before me this 28th day of July, 1995 by KELLY-P. SMITH, who has produced a driver's license as identification.



Notary Public, State of Florida

RICHARD B. SABRA

Notary printed name

(SEAL)

My Commission Expires:



RICHARD B. SABRA
MY COMMISSION # CC385994 EXPIRES
August 21, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

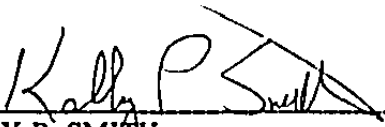
AFFIDAVIT
OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared KELLY P. SMITH, one of the managing members of STRAIGHT-UP PRODUCTIONS, L.C. ("Company") who, being by me first duly sworn, on oath says:

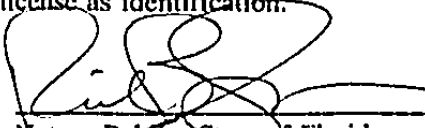
1. That the Company has at least two (2) members;
2. That the amount of cash contributed by the members to date is Three Thousand Dollars (\$3,000.00);
3. The agreed value of property other than cash contributed by members is: Zero Dollars (\$0.00);
4. That it is anticipated the members shall contribute additional cash and services with an agreed value of Ninety-Seven Thousand Dollars (\$97,000.00); and
5. The total amount of cash or property, including services, anticipated to be contributed by members is One Hundred Thousand Dollars (\$100,000.00). This total includes amounts from 2, 3 and 4 above.

FURTHER AFFIANT SAYETH NOT.



KELLY P. SMITH

The foregoing instrument was acknowledged before me this 28th day of July, 1995 by KELLY P. SMITH, who has produced his driver's license as identification.



Notary Public, State of Florida
RICHARD B. SABRA
Printed Name

My Commission Expires:

(SEAL)



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

95 JUL 31 AM 8:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is:

STRAIGHT-UP PRODUCTIONS, L.C.

2. The name and address of the registered agent and office is:

Richard B. Sabra, Esq.
4330 Sheridan Street
Suite 202B
Hollywood, FL 33021

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.

Dated this 28th day of July, 1995



RICHARD B. SABRA, ESQ.

STRAIGHT.LLCARTICLES.LLC
7/28/95

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

APPROVED
AND
FILED

96 JUL 11 AM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 263.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE		

1 Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000587**

STRAIGHT-UP PRODUCTIONS, L.C.
1521 ALTON ROAD
SUITE 155
MIAMI FL 33139

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

1a. Principal Place of Business Address

1521 ALTON ROAD
SUITE 155
MIAMI FL 33139

2 Principal Place of Business

Suite, Apt. #, etc.

City & State

Zip

Country

2a. Mailing Address

Suite, Apt. #, etc.

City & State

Zip

Country

3. Date Organized or Qualified 07/31/1995

3a. State of Formation FL

4. FEI Number 65-0598659

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent

SABRA, RICHARD B ESQ.
4330 SHERIDAN STREET
SUITE 202-B
HOLLYWOOD FL 33021

8. Name and Address of New Registered Agent

Name: **ANDREW B. PERETZ**

Street Address (P.O. Box Number is Not Acceptable): **ONE E. BROWARD BLVD., #620**

Suite, Apt. #, etc: **620**

City: **FT. LAUDERDALE** **FL** Zip Code: **33301**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE: *[Signature]* DATE: **7/8/96**

(If by check, sign "Accepted Appointment") (FEI) (If by check, sign "Agent Signature Required when necessary")

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	DEGUZMAN, BENJAMIN	845 OCEAN DRIVE, SUITE 722	MIAMI BEACH FL 33139
MGR	STRIEGEL, SHAWN	7222 TROUVILLE ESPLANADE	MIAMI FL
MGR	BINKIEWICZ, DAN	1240 11 STREET # 7	MIAMI BEACH, FL 33139
MGR	SMITH, KELLY P	917 SURFSIDE BLVD.	SURFSIDE FL 33154
		9022 S.W. 123RD COURT, #30	MIAMI FL 33176
		9199 SW 129 LANE	

100001895041
-07/16/96--01135--002
****263.75 ****263.75

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Kelly P Smith* **Kelly P. Smith** 7/3/96 (305)254-9888