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March 11, 1996

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: ULEE'S GOLD, L.C.

Gentlemen:

Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as a check in the amount of \$337.50 representing the following:

Filing Fee for Articles of Organization and Affidavit	\$250.00
Designation of Resident Agent	35.00
Certified Copy of Articles of Organization	52.50

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Dme
3-18-96

Sincerely,



Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

FILED
96 MAR 12 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ULEE'S GOLD, L.C.**

FILED
96 MAR 12 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Ulee's Gold, L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on February 26, 2026.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 406 N.E. 5th Avenue, Gainesville, Florida 32601. The name and address of the Company's initial registered agent in the State of Florida is as follows: Samuel Gowan, 406 N.E. 5th Avenue, Gainesville, Florida 32601.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of the members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI
MANAGEMENT**

The Company will be managed by Nunez-Gowan Productions, Inc. in accordance with the Company's regulations. The name and business address of the manager is:

Name
Nunez-Gowan Productions, Inc.

Address
406 N.E. 5th Avenue
Gainesville, FL 32601

**ARTICLE VII
PURPOSE**

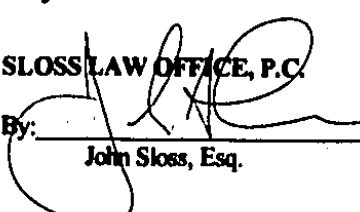
The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 28 DAY OF FEBRUARY, 1996.

NUNEZ-GOWAN PRODUCTIONS, INC.

By: 
Samuel Gowan, Vice President

SLOSS LAW OFFICE, P.C.


By: 
John Sloss, Esq.

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared SAMUEL GOWAN, Vice President of Nunez-Gowan Productions, Inc., who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Ulee's Gold, L.C.

In witness whereof, I have hereunto set my hand and seal on this 28th day of February, 1996.


Notary Public, State of FL

 **CARRIE P. PAGAN**
MY COMMISSION # CC249377 EXPIRES
January 8, 1997
BONDED THRU TROY FAY INSURANCE, INC.

Printed Name
My Commission Expires:

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me personally appeared JOHN SLOSS, who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Ulee's Gold, L.C.

In witness whereof, I have hereunto set my hand and seal on this 7 day of March, 1996.

JOEL PERLOFF
Notary Public, State of New York
No. 02PE5029696
Qualified in New York County
Commission Expires 12/31/96

[Signature]
Notary Public, State at Large

Joel Perloff

Printed Name

My Commission Expires: June 27, 1996

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: ULEE'S GOLD, L.C.
2. The name and address of the registered agent and office is:

Samuel Gowan
406 N.E. 5th Avenue
Gainesville, FL 32601

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.

[Signature]
SAMUEL GOWAN, Registered Agent

Date: February 28, 1996

FILED
96 MAR 12 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of ULEE'S GOLD, L.C. deposes and says:

- 1) The above named limited liability company has at least two members;
- 2) The total amount of cash contributed by the member(s) is \$500.00;
- 3) If any, the agreed value of property other than cash contributed by member(s) is: N/A.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$500.00. This total includes amounts from 2 and 3 above.



SAMUEL GOWAN

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)