

L96000000592

March 19, 1996

To Whom it May Concern:

Enclosed please find two copies of the Articles of Organization of JMH PRODUCTION, L.C. and a check for \$35.00 as well. Please return a stamped copy for my own records. Thank you for your time.

Sincerely,

Joanne M. Hartman

400001848654  
-06/03/96--01071--003  
\*\*\*\*285.00 \*\*\*\*285.00

305/295-9917

1213 William St. #1

Key West, FL 33040

W96-6290

789, 593, 524, 672

FILED

96 MAY 29 PM 4:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
3/22/96

KR 5-29-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 22, 1996

JOANNE M. HARTMAN  
1213 WILLIAM STREET #1  
KEY WEST, FL 33040

SUBJECT: JMH PRODUCTIONS, L.C.  
Ref. Number: W96000006290

FILED  
96 MAY 29 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for JMH PRODUCTIONS, L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your check for \$35.00 to be replaced by one in the correct amount of \$285.00.

\* Please total the amount of cash, property and anticipated contributions. We were not sure whether the total is \$17,000.00 or \$19,000.00.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 896A00013379

- Enclosed please find a check for \$285.00.  
Please note the appropriate changes for the  
cash, property and anticipated contributions.  
The total should read \$17,000.00.

Please return a stamped copy for my records.

Thank you,

Sincerely, *Joanne M. Hartman*

305/295-9917

**ARTICLES OF ORGANIZATION  
OF  
JMH PRODUCTIONS, L.C.  
(a Florida Limited Liability Company)**

FILED  
96 MAY 29 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 608.401 et seq. of the Florida Statutes, the undersigned states as follows:

- FIRST:**            Name. The name of the limited liability company is "JMH Productions, L.C." (the "Company").
- SECOND:**        Term. The Company shall exist from the date of issuance of a certificate of organization by the Florida Department of State until the earlier of thirty (30) years or the occurrence of any of the events specified in Sections 608.441 and 608.448 of the Florida Statutes or in the Operating Agreement of the L.C..
- THIRD:**          Registered Office. The address of the Company's principal place of business in Florida is 1213 William Street, No. 1, Key West, FL 33040
- FOURTH:**        Registered Agent. The name and address of the initial registered agent in Florida is Joanne M. Hartman; 1213 William Street, No. 1, Key West, Florida 33040
- FIFTH:**          Purposes. The Company is organized to transact all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.
- SIXTH:**          Additional Members. Additional Members may be admitted to the Company, but only upon the consent of Members owning one hundred percent (100%) of the Membership Interests.
- SEVENTH:**       Contributions of Members. The initial capital contributions of the Members, the agreed value of property other than cash contributed by the Members, and the agreed value of services contributed by the Members are set forth in Exhibit A hereto.
- EIGHTH:**        Dissolution of Company. Subject to the provisions of Article Second hereof, the Company shall be dissolved and its affairs shall be wound up upon the occurrence of the first to occur of the following events:

- A. The written consent of the Members owning all of the Membership Interests;
- B. Upon the liquidation, death, resignation, expulsion, termination, insanity, bankruptcy, or dissolution of a Member; and there are at least two (2) remaining Members, the business of the Company may be continued by the unanimous consent of the remaining Members.
- C. The expiration of the term of the Company; or
- D. The adjudication of the Company as insolvent within the meaning of insolvency in either bankruptcy or equity proceedings, or the filing of an involuntary petition in bankruptcy against the Company (which is not dismissed within 90 days), or the filing against the Company of a petition for reorganization under the Federal Bankruptcy Code or any state statute (which is not dismissed within 90 days), or a general assignment by the Company for the benefit of creditors, or the voluntary claim (by the Company) that it is insolvent under any provisions of the Bankruptcy Code (or any state insolvency statutes), or the appointment for the Company of a temporary or permanent receiver, trustee, custodian, sequestrator, and such receiver, trustee, custodian, or sequestrator is not dismissed within 90 days;
- E. As otherwise provided by law.

**NINTH:**

Members of the Company. The names and addresses of the initial Members are:

- A. Joanne M. Hartman  
1213 William Street, No. 1  
Key West, Florida 33040
- B. William L. Stultz  
1213 William Street, No. 1  
Key West, Florida 33040

**TENTH:**

The management of the Company is reserved to its Board of Managers as designated by the Members in accordance with the Operating Agreement of the Company. The Company shall be managed in accordance with the Operating Agreement adopted by the Members. The names and addresses of the initial Manager, who is to serve until the first annual meeting or until has successor(s) is elected and qualify, is:

Joanne M. Hartman  
1213 William Street, No. 1  
Key West, Florida 33040

**ELEVENTH:**

Certificated Interests. Each Member's interest in the Company shall be evidenced by a certificate.

**TWELFTH**

No contract or other transaction between the Company and one or more of its Members or Managers, or between the Company and any other corporation, partnership, association or other organization, in which one or more of its Members or Managers are members or managers or serve in a management or director capacity, or have a financial interest, shall be void or voidable or in any way affected solely for this reason, or solely because the Members or Managers are present at, or participate in, the meeting of the Members or Managers, or committee thereof, which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- A. The material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Members or Managers or a majority of such Members or Managers thereof as shall be present at any meeting of the Members or Managers or the committee at which action upon any such contract or transaction shall be taken and the Members or Managers, or committee thereof, in good faith authorize the contract or transaction by the affirmative votes of a majority of the disinterested Members or Managers, even though the disinterested Members or Managers be less than a quorum; or
- B. The material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Members or Managers entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Members or Managers; or
- C. The contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified by the Members or Managers, a committee thereof, or the Members or Managers, as the case may be.

Common or interested Members or Managers may be counted in determining the presence of a quorum at a meeting of the Members or Managers, or a committee thereof, which authorizes the contract or transaction.

Nothing herein shall be construed to impair or invalidate, or in any way affect, any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

The undersigned executed these Articles of Organization effective as of the 19<sup>th</sup> day of MARCH, 1996.

JOANNE M. HARTMAN

Produced Pursuant to  
H 675-477-71-582-0

Joanne M. Hartman

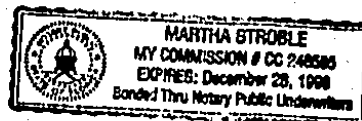
State of Florida )

County of MONROE ) ss:

I hereby certify that on this 19<sup>th</sup> day of MARCH, 1996, before me personally appeared JOANNE M. HARTMAN known to me to be the person who executed the above instrument and who acknowledged before me that they executed the above instrument.

Martha Stroble  
Notary Public

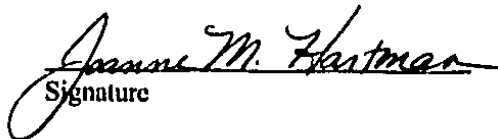
My Commission Expires: 12-28-98



APPOINTMENT OF REGISTERED AGENT  
AND  
ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT  
FOR  
JMH PRODUCTIONS, L.C.

THE UNDERSIGNED IS HEREBY DESIGNATED TO ACT AS REGISTERED AGENT  
FOR JMH PRODUCTIONS, L.C., AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE  
ARTICLES OF ORGANIZATION, AND HEREBY AGREES TO ACT IN THIS CAPACITY.  
THE UNDERSIGNED IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THIS  
POSITION, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 19 DAY OF March 1996

  
Signature

JOANNE M. HARTMAN  
Print Name

FILED  
96 MAY 29 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A

**AFFIDAVIT  
REGARDING  
CONTRIBUTIONS OF MEMBERS**

The undersigned, being all of the Members of JMHI Productions, L.C., (the "L.C.") do hereby swear and affirm that (1) there are two Members of the L.C., and (2) the amount of cash contributions, the agreed value of property and services other than cash contributed by the Members, and the amount anticipated to be contributed by the Members is as follows:

	<u>CASH</u> <u>CONTRIBUTIONS</u>	<u>PROPERTY</u> <u>OTHER THAN CASH</u>	<u>ANTICIPATED</u> <u>CONTRIBUTIONS</u>
Joanne M. Hartman	\$1,000.00		\$17,000.00
William L. Stultz		Services worth \$1,000.00	

TOTAL CONTRIBUTIONS: \$17,000.00

Joanne M. Hartman William L. Stultz  
Joanne M. Hartman William L. Stultz

State of Florida

County of Alachua

)  
) ss:  
)

*Produced re Da Lie's*  
*has / H 675-473-71-582-0*  
*his / 5747-732-57-470-0*

I hereby certify that on this 19th day of March, 1996, before me personally appeared JOANNE M. HARTMAN and WILLIAM L. STULTZ known to me to be the persons who executed the above instrument and who acknowledged before me that they executed the above instrument.

Martha Stroble  
Notary Public

My Commission Expires: 12.28-96

