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9 EAST GAINES STREET

MIAMI FL 33136-

TALLAHASSEE, FL 32309

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(H9000009003)))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: RIVAL ENTERTAINMENT OF THE PALM BEACHES, L.C.

FAX AUDIT NUMBER: H96000009003

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/27/1996

TIME REQUESTED: 16:02:12

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$337.50

ACCOUNT NUMBER: 072450003255

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

RIVAL ENTERTAINMENT OF THE PALM BEACHES, L.C.

Article I

The name of the Limited Liability Company is RIVAL ENTERTAINMENT OF  
THE PALM BEACHES, L.C.

Article II

The mailing address and street address of the principal office of the Limited  
Liability Company is 9539 N.W. 2nd Place, Coral Springs, Florida 33071.

Article III

The period of duration for the Limited Liability Company shall be Thirty (30)  
years.

Article IV

The Limited Liability Company is to be managed by the members and the names  
and addresses of the managing members are:

Rob Walsh  
9539 N.W. 2nd Place  
Coral Springs, FL 33071

Harry Joe Brown  
461 Park Avenue South  
New York, NY 10016

Article V

The Company is organized to own and operate entertainment and related facilities  
and any other business permitted under Florida Law.

PREPARED By: MAX SILVER  
150 S.E. 2nd Ave #500  
Miami, FL 33131  
305-374-4888  
FBN. 073967

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Article VI

The address of the Company is 9539 N.W. 2nd Place, Coral Springs, FL 33071, and the name and address of its initial registered agent is:

Rob Walsh  
9539 N.W. 2nd Place  
Coral Springs, FL 33071

Article VII

In the event of a disagreement between the members, either may request to be bought out. The member desiring to be bought out shall provide the other member with a written proposal outlining price and terms of the buy-out. The member shall have thirty (30) days in which to have discussions or make a counter-offer. If no agreement is reached, selling member may sell to a third party except other member has the last right to buy share and/or deal with third party.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of RIVAL ENTERTAINMENT OF THE PALM BEACHES deposes and says:

- 1) The above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is \$70,000.00
- 3) the value of property other than cash contributed by members is \$ 0.00.
- 4) the total amount of cash or property anticipated to be contributed by members is \$70,000.00. This total includes amounts from 2 and 3 above



Signature of a member or authorized representative of a member.  
In accordance with section 606.01(3), Florida Statutes,  
the execution of this affidavit constitutes an affirmation  
under the penalties of perjury that the facts stated herein are true.

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**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 RIVAL ENTERTAINMENT OF THE PALM BEACHES, L.C.

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

Rob Walsh  
9539 N.W. 2nd Place  
Coral Springs, FL 33071

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

Date

6-26-96

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TALLAHASSEE, FLORIDA

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