

TRANSMITTAL LETTER

19600000/056

Department of State
Division of Corporations
P.O. Box 1000
Tallahassee, Florida 32314

SUBJECT: Rival Entertainment of Palm Beach
(Proposed corporate name - must include suffix) Gardens, L.C.

Enclosed is an original and one (1) copy of the articles of ^{organization} incorporation and a check for:

- \$70.00 Filing Fee
- \$293.75 ~~\$70.75~~ Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

Please return the photocopy to me with the filing date stamped on it.

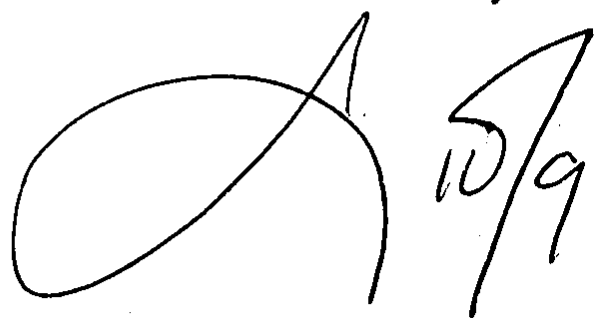
700001965047
-10/04/96--01046--001
****293.75 ****293.75

FROM: Rob Walsh
Name (printed or typed)

9539 NW 2 Place
Address

Coral Springs, FL 33071
City, State & Zip

(954) 796-1786
Daytime Telephone Number



FILED
96 OCT -4 PM 4:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

RIVAL ENTERTAINMENT OF PALM BEACH GARDENS, L.C.

Article I

The name of the Limited Liability Company is **RIVAL ENTERTAINMENT
PALM BEACH GARDENS, 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 J. 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.

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TALLAHASSEE FLORIDA

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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

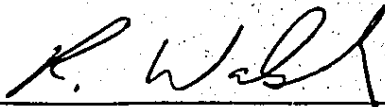
Article VII

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 shares for the equivalent cash price.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of RIVAL ENTERTAINMENT OF PALM BEACH GARDENS, 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 members is \$1,000.00.
- 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 \$1,000.00. This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.
In accordance with section 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.

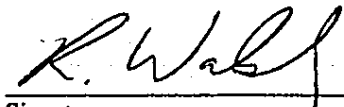
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

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 PALM BEACH GARDENS, 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

10-1-96
Date

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