

L96000001160

ENTERTAINMENT LAW OFFICES

of
William L. Whitacre

ATTORNEY AT LAW

INFL OFFICE BOX 22808, LAKE BUENA VISTA, FL 32830
TEL (407) 224-7533 FAX (407) 363-8490

October 30, 1996

Secretary of State
Division of Corporations
ATTN: Certification Section
P. O. Box 6327
Tallahassee, FL 32314

400001993344--5
-10/31/96--01131--001
****285.00 ****285.00

EFFECTIVE DATE
10-31-96

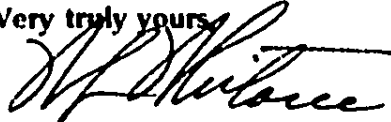
Re: **MICHAEL WINSLOW LIVE, L.C.**

Enclosed please find a check in the amount of \$285.00 for filing the Articles of Organization of the above limited liability corporation, together with the registered agent fee.

Thank you for your assistance in returning confirmation of this filing to:

William L. Whitacre
c/o The Pamplin-Fisher Company
Universal Studios Florida
1000 Universal Studios Plaza
Building 22, Suite 211
Orlando, FL 32819-7610

Very truly yours,



William L. Whitacre

WLW/ww

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED NOV 4 1996

FILM, TELEVISION, MUSIC, AND LITERARY PUBLISHING REPRESENTATION

EFFECTIVE DATE
10-30-96

Articles of Organization

for

MICHAEL WINSLOW LIVE, L.C.

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

Article One

Name

The name of this company shall be MICHAEL WINSLOW LIVE, L.C.

Article Two

Commencement and Duration of Existence

This company shall commence its existence on October 30, 1996, subject to confirmation of the filing of these Articles of Organization with the Florida Secretary of State, Division of Corporations.

The period of this company's duration shall be perpetual, and shall survive the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

Article Three

Address

The mailing and street address of the company is:

1000 Universal Studios Plaza
Building 22, Suite 255
Orlando, Florida 32819-7610

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Article Four
Registered Agent and Office

The name and street address of the initial registered agent and office for this company is as follows:

William L. Whitacre
1000 Universal Studios Plaza
Building 22, Suite 211
Orlando, Florida 32819-7610

Article Five
Admission of Additional Members and Terms and Conditions of such Admissions

Additional members may be admitted only upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

Article Six
Right to Continue

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member of the Company, the Managers may continue the business of the Company.

Upon the termination of the continued membership of a member, the business of the company shall be continued for the benefit of all the remaining members and for the benefit of any transferee, assignee, or beneficiary of the member whose membership has terminated.

Article Seven
Management of the Company

The business of the Company shall be managed by three Managers. The initial Managers of this Company, who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Names	Addresses
William L. Whitacre	1000 Universal Studios Plaza Building 22, Suite 211 Orlando, FL USA 32819-7610

Robert W. Fisher

1000 Universal Studios Plaza
Building 22, Suite 255
Orlando, FL USA 32819-7610

Ellen Fisher

1000 Universal Studios Plaza
Building 22, Suite 254
Orlando, FL USA 32819-7610

Article Eight
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

Article Nine
Regulation of the Company

The power to adopt, alter, amend or repeal the Regulations of this Limited Liability Company shall be vested in the Managers of this Company. Regulations adopted by the Managers of this Company may be repealed or altered, and new Regulations may be adopted by the Managers.

Article Ten
Informal Action of Managers

Any action of the Managers authorized to be taken by these Articles of Organization, and the Regulations adopted incident hereto may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Managers, and filed with the records of the Company.

Article Eleven
Contracting Debt

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers.

Article Twelve
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner permitted in the Operating Agreement. Upon such transfer or assignment, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member of the Company being duly evidenced to the Managers of this Company the assignee, transferee, or beneficiary shall be recorded as a Member of this Company and shall be entitled to receive the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

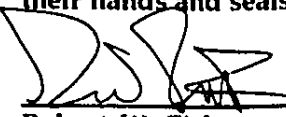
Article Thirteen
Withdrawal or Reduction of Member's Contribution of Capital

A Member shall not receive out of the Company property any part of his or its contribution to capital until all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company is available to pay them. A Member shall be entitled to the return of his or its contribution, as well as his or its equity sharing distribution, in the manner provided for in the Operating Agreement.

Article Fourteen
Operating Agreement

There shall be an Operating Agreement limiting the number of Members of this Company, setting forth the conditions for becoming a Member of this Company, setting forth the terms and conditions pursuant to which this Company shall be capitalized by contributions of capital and/or services of Members, and providing for the manner in which capital contributions shall be returned, as well as the manner of profit sharing between Members of this Company. The structure, terms, and conditions of the Operating Agreement shall be approved by the Managers of this Company prior to the acceptance by this Company of any capital contribution. Upon the acceptance of any capital contribution by this Company, the structure, terms, and conditions of the Operating Agreement may not be modified except with the written consent of all Members.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and seals this the 30th day of October, 1996.


Robert W. Fisher
Member

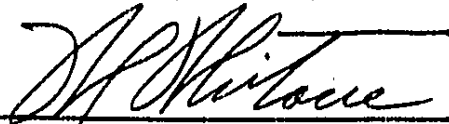

Ellen Fisher
Member

Acceptance of Registered Agent for

MICHAEL WINSLOW LIVE, L.C.

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TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the limited liability company, MICHAEL WINSLOW LIVE, L.C. 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.



William L. Whitacre

Affidavit
Pursuant to Florida Statute 608.407 (2)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Orange

Before the undersigned authority personally appeared Affiant, Robert W. Fisher who having been sworn, on oath says:

1. That he is a member of MICHAEL WINSLOW LIVE, L. C., a Florida Limited Liability Company.

2. That MICHAEL WINSLOW LIVE, L. C. has at least two members, who have signed the Articles of Organization of this Company.

3. That the amount of cash, together with the description and agreed value of the property other than cash contributed by the members is Twenty Five Thousand Two Hundred Fifteen Dollars (\$25,215.00), consisting of cash of \$215.00, and property other than cash contributed by the members, of an agreed value of \$25,000.00. See Exhibit "A" attached.

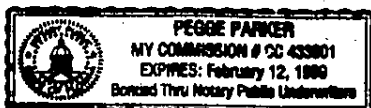
4. That the amount anticipated to be contributed by the members is Three Hundred Thousand Dollars (\$300,000).

Further Affiant sayeth naught.



Robert W. Fisher, Member
MICHAEL WINSLOW LIVE, L. C.
A Florida Limited Liability Company

Sworn to and subscribed before me this the 30 day of October, 1996 by Robert W. Fisher, who is personally known to me, ~~and who has produced as identification,~~
Florida Driver's License No. _____




Signature of Notary PEGGE PARKER

Print, Type, or Stamp
Commissioned Name of Notary Public

Exhibit "A"

to

Affidavit

Pursuant to Florida Statute 608.407 (2)

The property other than cash contributed by the members, of an agreed value of \$25,000.00, which is set forth on the foregoing Affidavit is described as follows:

CONTRACT EXECUTED BY VOCALVISION, INC. FOR THE SERVICES OF MICHAEL WINSLOW GRANTING PERFORMANCE RIGHTS; AND ALL ANCILLARY COMMERCIAL RIGHTS THROUGHOUT THE WORLD IN PERPETUITY.



Robert W. Fisher, Member
MICHAEL WINSLOW LIVE, L. C.
A Florida Limited Liability Company