



# L97000001257

ACCOUNT NO. : 072100000032

REFERENCE : 592110 147847A

AUTHORIZATION :

*Patricia Pzyut*

COST LIMIT : \$ 337.50

FILED  
97 NOV -7 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : November 6, 1997

ORDER TIME : 2:32 PM

ORDER NO. : 592110-005

CUSTOMER NO: 147847A

9000002342009--5

CUSTOMER: Scott Alan Salomon, Esq  
SALOMON AND MITTELBERG

2417 University Drive

Coral Springs, FL 33065

DOMESTIC FILING

NAME: MADHOUSE ENTERTAINMENT GROUP,  
LLC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

*11/7/97*  
*BL*

DIVISION OF CORPORATION

97 NOV -7 PM 1:53

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 7, 1997

STACY EARNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: MADHOUSE ENTERTAINMENT GROUP, LLC  
Ref. Number: W97000025381

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97 NOV -7 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for MADHOUSE ENTERTAINMENT GROUP, LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 797A00054022

FROM :

1997,11-12

09:52

#496 P.O. 112

Madhouse Entertainment Corp.  
2423 University Drive  
Coral Springs, Florida 33065

November 12, 1997

CSC, Inc.  
Attn: Corina Dunlap

Re: Madhouse Entertainment Corp.

Dear Ms. Dunlap:

I am president of Madhouse Entertainment Corp., which we are going to dissolve. Prior to dissolution, we would like to form Madhouse Entertainment Corp., L.L.C. I hereby give full permission to use the name.

If you require anything further, please call. My telephone number is (954) 349-8792.

Very truly yours,  
Madhouse Entertainment Corp.

By:   
Mark Pacelli, Vice President

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97 NOV -7 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

MADHOUSE ENTERTAINMENT GROUP, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 16410 Diamond Place, Weston Florida, 33331.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2417 University Drive, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at that address is Scott Salomon.

ARTICLE V. MANAGEMENT

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

|          |                 |   |
|----------|-----------------|---|
| Members: | Mark Pacelli    | 16410 Diamond Place,<br>Weston, Florida 33331 |
|          | Nicholas Savick | Same.   |

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TALLAHASSEE FLORIDA

The undersigned authorized representative of a member of  
MADHOUSE ENTERTAINMENT GROUP, LLC. hereby executes these articles  
of organization on this 7th Day of November 1997.

CORPORATION SERVICE COMPANY

  
Its Agent, Karen B. Rozar

BY:

as its agent as authorized  
representative of

**FILED**  
97 NOV - 7 PM 1:45  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

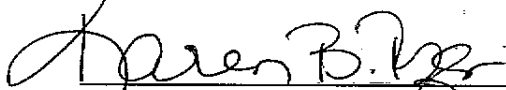
Dated: November 6, 1997

CLD/sle

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MADHOUSE ENTERTAINMENT GROUP, LLC. 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 0:
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0:
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$150,000.00:
- 5) the total amount of 2, 3, and 4 is: \$150,000.00.



Karen B Rozar as agent for Corporation Service Company in its capacity as authorized representative of a member of MADHOUSE ENTERTAINMENT GROUP,

SLE

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TALLAHASSEE FLORIDA

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Scott A. Salomon, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

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is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Scott A. Salomon

FROM : 11-06-1997 4:45PM FROM 9543491211

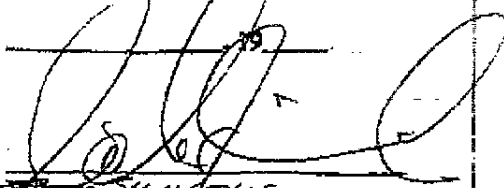
1997.11-06 16:57 #454 P.03/03 P.3

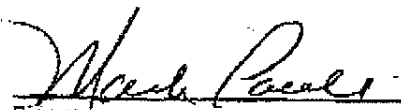
FROM : 1997.11-06 14:49 #450 P.04 14

**LIMITED POWER OF ATTORNEY**

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of \_\_\_\_\_ (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

  
\_\_\_\_\_  
Signature  
Nicholas Savick  
Typed or Printed Name

  
\_\_\_\_\_  
Signature  
MARK PACELLI  
Typed or Printed Name

Witness

\_\_\_\_\_  
Typed or Printed Name

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