

L97000001442

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ground Productions, L.C.

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***337.50 ***337.50

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File *Cert*
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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TALLAHASSEE, FLORIDA

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DIVISION OF REGISTRATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

CD 12-26-97 11:00

**ARTICLES OF ORGANIZATION
OF
GROUND PRODUCTIONS, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges and files the following Articles Of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be Ground Productions, L.C. ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 564 Upland Way, West Palm Beach, Florida 33417, and the mailing address shall be the same.

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ARTICLE 3 - EFFECTIVE DATE

These Articles Of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is for investment purposes and to transact any lawful business for which a limited liability company may be organized under the

laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida,

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is in care of Philip H. Reid, Jr., Esq., 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480. The name and address of the registered agent of this Company is Philip H. Reid, Jr., Esq., 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.

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ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager	John Irwin 5642 Upland Way West Palm Beach, Florida 33417
Vice Operating Manager	Patrice Cramer Impasse De La Tuilerie 91190 Gif Sur Yvelte, France
Secretary	Ashlee Cramer Impasse De La Tuilerie 91190 Gif Sur Yvelte, France
Treasurer	Ashlee Cramer Impasse De La Tuilerie 91190 Gif Sur Yvelte, France

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the

Company, as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

ARTICLE 10 - MEMBERS

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles Of Organization. The names and addresses of the members of the Company are:

John Irwin
5642 Upland Way
West Palm Beach, Florida 33417

Patrice Cramer
Impasse De La Tuilerie
91190 Gif Sur Yvelte, France

Ashlee Cramer
Impasse De La Tuilerie
91190 Gif Sur Yvelte, France

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TALLAHASSEE, FLORIDA

IN, WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles Of Organization at Vero Beach, Florida for the foregoing uses and purposes, this 24th day of December, 1997.

Philip H. Reid, Jr.
Philip H. Reid, Jr., Esq.
Authorized Representative of the Members

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 24th day of December, 1997, by Philip H. Reid, Jr., Esq., who is personally known to me () or who produced the following identification _____.

Jeanne F Reid
Signature of Notary Public

JEANNE F. REID

Printed/Typed name of Notary

Commission Number, if any



JEANNE F REID
My Commission CC377828
Expires Jun. 02, 1998
Bonded by HAI
800-422-1555

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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION OF
GROUND PRODUCTIONS, L.C.**

Philip H. Reid, Jr., Esq., having a business office identical with the registered office of the Company named above, and having been designated as the Registered Agent in the above and foregoing Articles Of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes, and other applicable Florida Statutes.


Philip H. Reid, Jr.

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
GROUND PRODUCTIONS, L.C.**

The undersigned member or authorized representative of a member of Ground Productions, L.C., deposes and says:

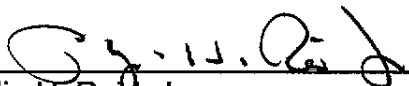
1. The above named limited liability company has at least two (2) members.
2. The total amount of contributions of the member(s) to Ground Productions, L.C. is as follows"

2.1	Cash	\$1,000.00
2.2	Property: A description of the property, if any, is attached and made a part hereof.	0.00
2.3	Promissory Note:	0.00
2.4	Services Rendered:	0.00

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3. The total amount of other obligations to contribute to Ground Productions L.C., is as follows:

3.1	Cash	\$ 0.00
3.2	Property: A description of the property, if any, is attached and made a part hereof.	0.00
3.3	Services to be Performed:	0.00



 Philip H. Reid, Jr.
 Authorized Representative of the Members

(In accordance with Section 60 8.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PROPERTY EXHIBITS

Description of the Property listed in 2.2 of the Affidavit Of Membership And Contributions Of Ground Productions, L.C., is as follows:

NONE

Description of the Property listed in 3.2 of the Affidavit Of Membership And Contributions Of Ground Productions, L.C., is as follows:

NONE

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