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ACCOUNT NO. : 072100000032

REFERENCE : 957253 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 10, 1998

ORDER TIME : 2:49 PM

ORDER NO. : 957253-005

CUSTOMER NO: 81093A

CUSTOMER: Mr. Craig R. Hersch
SHEPPARD BRETT STEWART &
HERSCH, P.A.
2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: DERBY PRODUCTIONS, L.C.

EFFECTIVE DATE:

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-09/11/98--01001--014
****337.50 ****337.50

☒ ARTICLES OF ORGANIZATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 10 PM 4:25

RECEIVED
98 SEP 10 PM 3:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 PM 4:26

ARTICLES OF ORGANIZATION
OF
DERBY PRODUCTIONS, L.C.

THE UNDERSIGNED, RODNEY J. TROYER, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be DERBY PRODUCTIONS, L.C., ("Company"). The principal place of business of the Company in Florida shall be: 1227 S. E. 9TH TERRACE, CAPE CORAL, FLORIDA 33990. The mailing address of the Company in Florida is: 1227 S. E. 9TH TERRACE, CAPE CORAL, FLORIDA 33990.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSE AND POWERS

The general purpose for which the Company is organized is 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 IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is: RODNEY J. TROYER, of 1227 S. E. 9th Terrace, Cape Coral, Florida 33990.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A", attached hereto and made a part hereof by reference.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

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ARTICLE VII - 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 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 VIII - TERMINATION OF EXISTENCE

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

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with Regulations adopted by the members from time to time 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 Florida law or these Articles of Organization.

NAME

ADDRESS

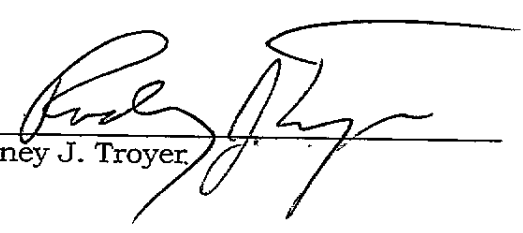
RODNEY J. TROYER

1227 S. E. 9th Terrace
Cape Coral, Florida 33990

DAVID WILLIAM MURRAY

1337 N. E. Van Loon Terrace
Cape Coral, Florida 33909

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 9th day of September, 1998.


Rodney J. Troyer

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STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 9th day of September 1998, by RODNEY J. TROYER, () who is personally known to me or (X) who has produced Florida Drivers License as identification.

(SEAL)
Comm. Exp. Date:
Comm. No.:

Damin Domenech
Notary Public
Notary's Printed Name: DAMIN DOMENECH



RESIDENT AGENT ACCEPTANCE

I, RODNEY J. TROYER, located at 1227 S. E. 9th Terrace, Cape Coral, Florida 33990, having been named to accept service of process for DERBY PRODUCTIONS, L.C., hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

By: Rodney J. Troyer

Date: 9-9-98

EXHIBIT "A"

CAPITAL CONTRIBUTIONS

| <u>NAME</u> | <u>CASH</u> | <u>NOTE</u> | <u>TOTAL</u> |
|----------------------|-------------|-------------|--------------|
| RODNEY J. TROYER | \$24,073.88 | -0- | \$24,073.88 |
| DAVID WILLIAM MURRAY | \$ 2,964.74 | -0- | \$ 2,964.74 |

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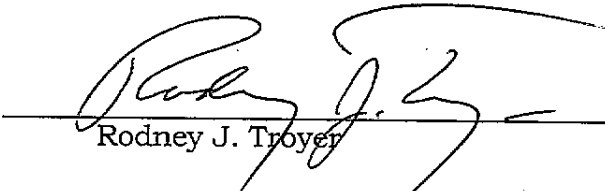
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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THE UNDERSIGNED authorized representative or member of DELBY PRODUCTIONS, L.C., deposes and says:

1. The above-named Limited Liability Company (the "Company") has at least two (2) members.
2. The total amount of cash contributed to the Company by the members is Twenty-seven Thousand Thirty-eight and 62/100 (\$27,038.62) Dollars.
3. The members are not contributing any property other than cash to the initial capitalization of the Company.
4. The total amount of cash and property contributed to the Company in its initial capitalization is Twenty-seven Thousand Thirty-eight and 62/100 Dollars (\$27,038.62), and the members do not anticipate contributing additional amounts to the Company.
5. The execution of this Affidavit constitutes an affirmation under penalty of perjury, and that the facts stated herein are true.

EXECUTED this 9th day of September, 1998.


Rodney J. Troyer