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KENNETH B. WHEELER, LL.M., TAX
EMAIL: kwheeler@wealthcare.com
OF COUNSEL
RICHARD C. JANS, P.A.

1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FL 32789
(407) 645-1779
FAX: (407) 740-5691

September 2, 1998

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Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Via - Federal Express

Re: Web Heart Productions, L.C.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above referenced limited liability company. Also enclosed is our firm check in the amount of \$337.50 for the filing fees.

Please return a certified copy of the filed Articles of Organization in the envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M., TAX, P.A.

Kenneth B. Wheeler, Esq.

KBW/cw
Enclosures

cc: Mr. M. R. White

L98-1818

Name	KBW
Availability	9-11
Document Examiner	KBW
Updater	KBW
Updater Verifier	KBW
Acknowledgement	KBW
W. P. Verifier	KBW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
WEB HEART PRODUCTIONS, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company is:

WEB HEART PRODUCTIONS, L.C.

(hereinafter referred to as "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

1301 N. Dale Mabry Ave. #573
Tampa, Florida 33618

ARTICLE III -- DURATION

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

ARTICLE IV -- REGISTERED OFFICE AND AGENT

Pursuant to the provisions of Section 608.15 or 608.507, Florida Statutes, the name and street address of the registered agent of the Company in the State of Florida is: (Acceptance - Exhibit B)

Kenneth B. Wheeler, Esq.
1155 Louisiana Avenue #100
Winter Park, Florida 32789

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property as set forth in the AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS attached hereto as Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

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

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TALLAHASSEE, FLORIDA

ARTICLE VII -- ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on 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 of the proposed transfer by unanimous written consent.

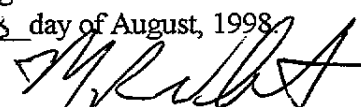
ARTICLE VIII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

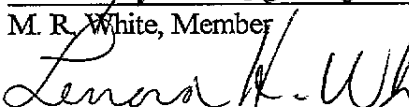
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided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

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager 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 name and address of the initial manager of the Company is M.R. WHITE, at 1301 N. Dale Mabry Avenue, #573, Tampa, Florida 33618.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Metairie, Louisiana, on this 18 day of August, 1998.


M. R. White, Member

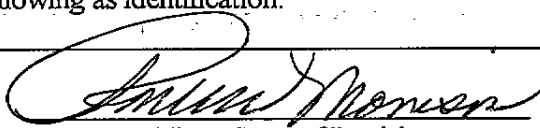

Lenora A. White, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF LOUISIANA
PARISH OF JEFFERSON

Under penalties of perjury, the above is sworn to (or affirmed) and subscribed before me this 18th day of August, 1998, by M. R. WHITE:

- ☒ who is personally known to me; or
☐ who produced a _____ Driver's License as identification; or
☐ who produced the following as identification:

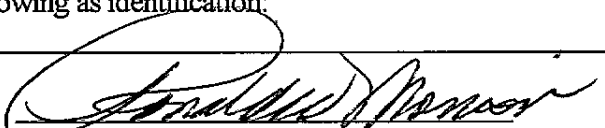

Notary Public -- State of Louisiana

STATE OF LOUISIANA

PARISH OF JEFFERSON

Under penalties of perjury, the above is sworn to (or affirmed) and subscribed before me this 18th day of August, 1998, by LENORA A. WHITE:

- ☒ who is personally known to me; or
☐ who produced a _____ Driver's License as identification; or
☐ who produced the following as identification:


Notary Public – State of Louisiana

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
to the
ARTICLES OF ORGANIZATION OF WEB HEART PRODUCTIONS, L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member (or authorized representative of a member) of **WEB HEART PRODUCTIONS, L.C.**, deposes and says:

1. The above-named limited liability company has at least two (2) members.
2. The total amount of **cash** contributed by the member(s) is \$ 60,000⁰⁰.
3. If any, the agreed value of **property other than cash** contributed by member(s) is \$ None. *A description of the property is attached and made a part hereto.*
4. The total amount of cash and/or property anticipated to be contributed by members(s) is \$ 60,000⁰⁰. This total includes amounts from 2. and 3. above.

THE AFFLIANT SAYS NOTHING FURTHER

Dated: 18 August, 1998.


M. R. WHITE, Member

STATE OF LOUISIANA
PARISH OF JEFFERSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18th Under penalties of perjury, the above is sworn to (or affirmed) and subscribed before me this day of August, 1998, by M. R. WHITE.

X who is personally known to me; or
____ who produced a _____ Driver's License as identification; or
____ who produced the following as identification

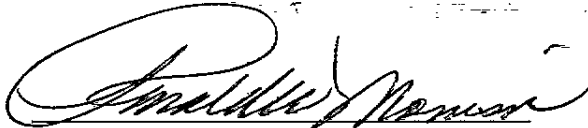
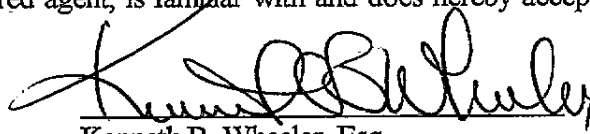

Notary Public -- State of Louisiana

EXHIBIT B
to the
ARTICLES OF ORGANIZATION OF WEB HEART PRODUCTIONS, L.C.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **WEB HEART PRODUCTIONS, L.C.** as the registered agent of this limited liability company, hereby consents to accept service of process for the above-named company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, is familiar with and does hereby accept the obligations of the position of registered agent.



Kenneth B. Wheeler, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA