

L98000001948

## Florida Department of State

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## LIMITED LIABILITY COMPANY

Golfballs, The Movie, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

W98-21535

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 22, 1998

ATLAS, PEARLMAN, TROP & BORRSON, P.A.

SUBJECT: GOLFBALLS THE MOVIE, LLC  
REF: W98000021535

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability 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) 487-6967.

Michelle Hodges  
Document Specialist

FAX Aud. #: H98000017545  
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**ARTICLES OF ORGANIZATION  
OF  
GOLFBALLS, THE MOVIE, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE I  
NAME**

The name of this limited liability company is GOLFBALLS, THE MOVIE, L.L.C. (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and the street address of the principal office of the Company is 20205 N.E. 15th Court, Miami, Florida 33179.

**ARTICLE III  
DATE OF EXISTENCE; DURATION**

The Company will commence its existence on the date these Article of Organization are filed by the Florida Department of State; and, unless it is dissolved sooner as required by law or as provided in the Regulations in effect from time to time, the Company will dissolve on December 31, 2010.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The Registered Agent and the street address of the initial Registered Office of the Company is: South Florida Registered Agents, Inc., Suite 1900, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301.

**ARTICLE V  
MANAGEMENT**

The Company will be managed by a manager, as further provided in the Regulations of the Company. Except as authorized by the manager, no member is an agent of the Company or has the authority to make any contracts, enter into any

ALAN H. BASEMAN, ESQ., FLA. BAR #561347  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 E. Las Olas Blvd., #1900  
Ft. Lauderdale, FL 33301 Phone (954) 763-1200

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transactions, or make any commitments on behalf of the Company. The manager will be PAC Films, Inc. a Florida corporation, Document Number P98000075275, whose address is 20205 N.E. 15th Court, Miami, FL 33179.

#### **ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted only as provided in the Regulations from time to time.

#### **ARTICLE VII MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company ("**Dissolution Event**"), the business of the Company may be continued so long as there are at least two remaining Members and all remaining Members consent to the continuation of business. The Manager must call a Special Meeting of Members to be held within 90 days after the Dissolution Event for purposes of determining whether the business should be continued.

#### **ARTICLE VIII REGULATIONS**

The members may, by unanimous approval, adopt, alter, amend, or repeal regulations of the Company ("**Regulations**") containing provisions for the regulation and management of the affairs of the Company.

#### **ARTICLE IX INDEMNIFICATION**

The Company must indemnify each manager, member, officer, employee, or agent of the Company to the fullest extent permitted by Florida Statutes Section 608.4363.

#### **ARTICLE X AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$10.00;
- 3) no other property has been contributed by the member; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$300,000.

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The undersigned executed these Articles of Organization effective as of this 18  
day of September, 1998.

  
MICHAEL CLARKE, Member

(In accordance with Section 608.408(3), Florida  
Statutes, the execution of this affidavit constitutes  
an affirmation under the penalties of perjury that  
the facts stated herein are true.)

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3

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PAGE 8/7

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **GOLFBALLS, THE MOVIE, L.L.C.**
2. The name and the Florida address of the registered agent are:

South Florida Registered Agents, Inc.  
Suite 1900, 200 East Las Olas Boulevard  
Fort Lauderdale, Florida 33301.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby 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 registered agent, and confirms that it is familiar with and accepts the obligations of the position as registered agent.*

South Florida Registered Agents, Inc.

By: Beverly F. Bays, President

Date: September 18, 1998

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