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ORDER DATE : February 3, 1999  
 ORDER TIME : 10:55 AM  
 ORDER NO. : 122061-005  
 CUSTOMER NO: 150991A

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CUSTOMER: Todd W. Fennell, Esq  
 GOULD COOKSEY FENNELL O'NEILL  
 GOULD COOKSEY FENNELL O'NEILL  
 979 Beachland Boulevard

Vero Beach, FL 32963

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DOMESTIC FILING  
 NAME: WANNABE'S, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

L99-612

Name Availability	23
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Acknowledgment	[Signature]
W. P. Verifier	[Signature]

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I -- NAME**

The name of the Limited Liability Company is **WANNABE'S, L.L.C.**

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

635 - 17th Street  
Vero Beach, Florida 32960

**ARTICLE III -- DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV -- MANAGEMENT**

The Limited Liability Company shall be managed by a Managing Member. The name and address of the initial Managing Member is **GAUCHITA PRODUCTIONS, INC.**, 635 - 17th Street, Vero Beach, Florida 32960. The Managing Member shall be elected annually by the Members in the manner prescribed by regulations as set forth in the Operating Agreement for this Limited Liability Company.

**ARTICLE V -- ADMISSION OF ADDITIONAL MEMBERS**

The Limited Liability Company shall, with the Managing Member's consent, have the right to admit additional Members upon a vote of a majority of the Voting Units (as defined in the Operating Agreement) of the Members.

**ARTICLE VI -- MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining Members of the Limited Liability Company shall have the right to elect to continue the business of the L.L.C. on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company, by a vote of a majority of the Voting Units (as defined in the Operating Agreement) of the remaining Members.

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**ARTICLE VII - POWER TO AMEND REGULATIONS**

The power to adopt, alter, amend or repeal regulations as set forth in the Operating Agreement of the Limited Liability Company shall be vested solely in the Managing Member.

**ARTICLE VIII -- EFFECTIVE DATE**

These Articles of Organization shall be effective upon the date of filing.

IN WITNESS WHEREOF, the Managing Member has affixed his signature this 22 day of February, 1999.

GAUCHITA PRODUCTIONS, INC.,  
Managing Member

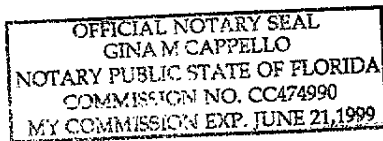
By: Jason P. Asselta  
Jason P. Asselta, President

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared JASON P. ASSELTA, to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal at Vero Beach, said County and State aforesaid, this 22 day of February, 1999.

Gina M. Cappello  
Notary Public, State of Florida at Large.  
My commission expires:



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**WANNABE'S, L.L.C.**  
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 WANNABE'S, L.L.C.
2. The name and the Florida street address of the registered agent is:

Todd W. Fennell, Esquire  
979 Beachland Boulevard  
Vero Beach, Florida 32963

**ACCEPTANCE OF REGISTERED AGENT**

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
TODD W. FENNELL, Registered Agent

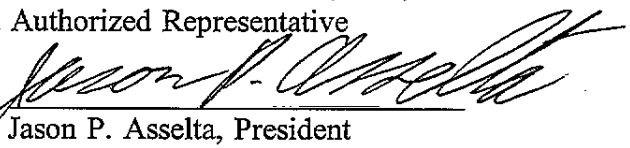
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**WANNABE'S, L.L.C.**  
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

The undersigned member of WANNABE'S, L.L.C. certifies:

1. The above-named Limited Liability Company has at least one (1) Member; and
2. The total amount of cash contributed by the Member(s) is 00/100 Dollars (\$0.00);  
and
3. The agreed value of property other than cash contributed by Member(s) is Ten  
Thousand and no/100 Dollars (\$10,000.00). A description of the property is  
attached; and
4. The total amount of cash and property contributed and anticipated to be  
contributed by Member(s) is Two Million Five Hundred Ten Thousand and no/100  
Dollars (\$2,510,000.00).

GAUCHITA PRODUCTIONS, INC., Member  
and Authorized Representative

By:   
Jason P. Asselta, President

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**WANNABE'S, L.L.C.**  
**DESCRIPTION OF PROPERTY CONTRIBUTED**

The following property is being contributed to the Limited Liability Company:

An option to purchase the rights for a copyright and screenplay.  
This option is a right to make an agreement and becomes effective  
upon payment.

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