

L990000000645

PROSPERITY PARTNERS, INC.

Forging New Horizons

Corporate Offices

712 U.S. Highway One
Third Floor
North Palm Beach, FL 33408
(800) 938-6400
(561) 622-6000
Fax (800) 938-3700

1675 Broadway
Suite 1800
Denver, CO 80202
(800) 832-5010
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Fax (303) 573-5565

January 27, 1999

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/02/99--01036--004
****293.00 ***293.00

To Whom It May Concern:

Enclosed, please find a check in the amount of \$293.00, for the following filing fees.

1. \$250.00 for Filing Fee for Articles of Organization and Affidavit;
2. \$35.00 for Designation of Registered Agent and;
3. \$8.75 for Certificate of Status

Should you have any questions, please do not hesitate to call me at 1-800-938-6400, ext. 5566. Thank you.

Sincerely,

Virginia McCormack

Virginia McCormack
Legal Assistant

Name Availability	
Examiner	ESH
Updater	ESH
Updater Verifier	ESH
Acknowledgement	ESH
W. P. Verifier	ESH

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2-5-99

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 AM 10:03

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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DIVISION OF CORPORATIONS
99 FEB - 2 AM 10: 03

ARTICLE I - Name:

The name of the Limited Liability Company is:

JN Productions, LLC

ARTICLE II - Address:

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

4300 South U.S. Hwy 1 – Suite 203-182
Jupiter, Florida 33477

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Thirty (30) years, effective on the date these Articles of Organization are filed, unless the Company is dissolved earlier pursuant to the Regulations of the Company or by law.

ARTICLE IV – Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Jay Hennessey
4300 South U.S. Hwy 1 – Suite 203-182
Jupiter, Florida 33477

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

One or more additional members may be admitted with the vote or written consent of a majority in interest of the members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business 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 shall be:

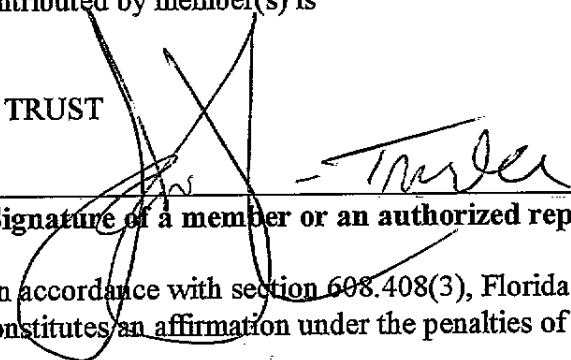
By consent of all remaining members or any other statutory provision consistent with the Company Regulations and these Articles of Organization.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of JN Productions, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 500.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(A description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 25,000.00.

JN-1 TRUST

By: 
Signature of a member or an authorized representative of a 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.)

Jay Hennessey
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 AM 10:00

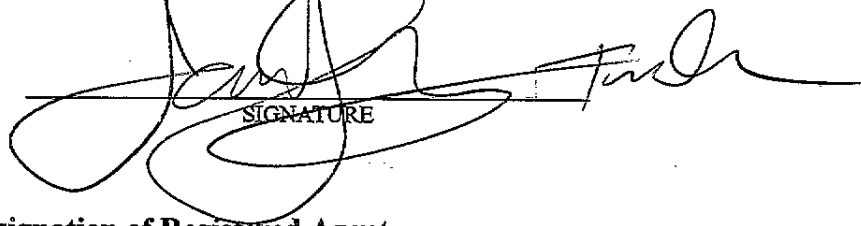
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: JN Productions, LLC.

2. The name and the Florida street address of the registered agent are:

Jay Hennessey, Trustee
JN-1 Trust
4300 South U.S. Hwy 1 - Suite 203-182
Jupiter, Florida 33477

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.


SIGNATURE

Filing Fee: \$35 for Designation of Registered Agent