

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

Stavro Productions, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 24, 1999

JACK J. GELLER, ATTORNEY
2560 GULF TO BAY BOULEVARD, SUITE 300
CLEARWATER, FL 34625

SUBJECT: STAVRO PRODUCTIONS, L.L.C.
REF: W99000004592

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

The document must contain both the street address of the principal office and the mailing address 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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000004497
Letter Number: 399A00008531

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION OF STAVRO PRODUCTIONS, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Stavro Productions, L.L.C., and its principal office and mailing address shall be located at c/o Steve Stavrakis, Esq., 29 North Pinellas Avenue, Tarpon Springs, Florida 34689 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243891

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

Membership shall consist of voting and non-voting members. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the voting members of this limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by 2 managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

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Steve Stavrakis
29 North Pinellas Avenue
Tarpon Springs, FL 34689

Gino Cabanas
29 North Pinellas Avenue
Tarpon Springs, FL 34689

ARTICLE V

MEMBERSHIP RESTRICTIONS

Voting members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all Voting members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the voting members shall have the right to continue the business on unanimous consent of the voting members.

ARTICLE VI

DURATION

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 29 North Pinellas Avenue, Tarpon Springs, Florida 34689 and the name of the company's initial registered agent at that address is Steve Stavrakis.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Stavro Productions, L.L.C.

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ARTICLE VIII

AMENDMENTS

The power to alter, amend or repeal any provision of these Articles of Incorporation shall be exercised by unanimous agreement of Voting members.

Executed by the undersigned at Clearwater, FL on 2/24/, 1999.



Steve Stavrakis, Manager and Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

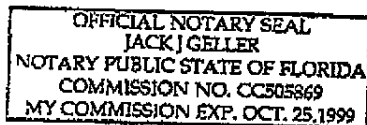
In compliance with Florida Section 608.407(2), the undersigned member or authorized representative of a member of Stavro Productions, L.L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$950,000.00. This total includes the amounts from 2 above.

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Steve Stavakis
Steve Stavakis

The foregoing instrument was acknowledged before me this 24th day of February, 1999, by Steve Stavakis on behalf of Stavro Productions, L.L.C., a limited liability company. He is personally known to me or has produced [type of identification] as identification.



Jack J. Geller
Notary Public, State of Florida
Printed Name: Jack J. Geller
My Commission Expires 10-25-99
Commission No. CC505869

PAWPDOCS\SF\stavro\affidavit

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICESTATE OF FLORIDA)
COUNTY OF PINELLAS)

Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: Stavro Productions, L.L.C.

The name of the registered agent for Stavro Productions, L.L.C. is Steve Stavrakis and the street address of the company's principal office where the agent is located is 29 North Pinellas Avenue, Tarpon Springs, Florida 34689.

This statement is to acknowledge that, as indicated above, I, Steve Stavrakis, have been appointed registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 2/24/99

Steve Stavrakis
Steve Stavrakis, Registered Agent

The foregoing instrument was acknowledged before me this 24th day of February, 1999, by Steve Stavrakis, agent on behalf of Stavro Productions, L.L.C., a limited liability company. He is personally known to me or has produced [type of identification] as identification.

OFFICIAL NOTARY SEAL
JACK J. GELLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC505369
MY COMMISSION EXP. OCT. 25, 1999

Notary Public, State of Florida
Printed Name: JACK J. GELLER
My Commission Expires 10-25-99
Commission No. CC505869

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THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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