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Division of Corporations

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LIMITED LIABILITY COMPANY

PRIMUS ENTERTAINMENT, L.C.

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**ARTICLES OF ORGANIZATION OF  
Primus Entertainment, L.C.**

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**I.  
NAME**

The name of the Limited Liability Company is Primus Entertainment, L.C. (the "Company").

**II.  
TERM OF EXISTENCE**

The Company is to exist for a term commencing on the date these Articles of Organization are filed with the Secretary of State of Florida and ending on January 31, 2049 unless sooner dissolved in accordance with the laws of the State of Florida.

**III.  
NATURE OF BUSINESS**

The Company is being formed to conduct any and all business activities permitted by the Florida Limited Liability Company Act, for a limited liability company.

**IV.  
PRINCIPAL OFFICE**

The mailing and street address of this Company's principal office shall be 18350 N.W. 2<sup>nd</sup> Avenue, Miami, Florida 33169.

**V.  
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Company shall be Juan T. O'Naghten, whose business address is Suite 200, Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133, which shall be the registered office of this Limited Liability Company.

Prepared By:  
Juan T. O'Naghten  
Fla. Bar No.: 305774  
Suite 200  
2665 South Bayshore Drive  
Miami, Florida 33133

(305) 285-0800

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**VI.  
ADDITIONAL MEMBERS**

Additional Members shall be admitted to this Company upon unanimous consent of the Members.

**VII.  
CONTINUATION OF BUSINESS**

The members of this Company shall have the right to continue the business of the Company upon 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.

**VIII.  
MANAGEMENT BY BOARD OF MANAGERS**

This Company shall be managed by a board of managers, who shall be appointed as provided in the Regulations. The initial members of the Board of Managers and their addresses, who shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify are as follows:

Ruben Garcia  
18350 N.W. 2<sup>nd</sup> Avenue  
Suite 400  
Miami, Florida 33169

**IX.  
REGULATIONS**

The affairs of this Company shall be governed by its Regulations to the extent they are not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal Regulations shall be vested in the members of this Company. Any amendment to the Regulations must be by a unanimous vote of the members of the Company.

  
\_\_\_\_\_  
Ruben Garcia, Sole Member

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**STATEMENT OF ACCEPTANCE  
OF  
REGISTERED AGENT OF  
PRIMUS ENTERTAINMENT, L.C.**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date:

  
\_\_\_\_\_  
Juan L. O'Naghten

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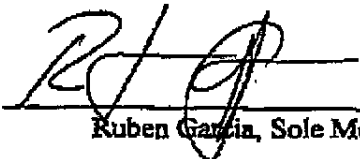
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## AFFIDAVIT

STATE OF FLORIDA            )  
                                       )  
 COUNTY OF MIAMI DADE        )

BEFORE ME, the undersigned authority, personally appeared Ruben Garcia, the sole member of this limited liability corporation, who, after being duly sworn, deposes and says:

1. The Company has at least one member.
2. The total amount of capital contributed to date by the members of the Company is \$100.00.
3. The total amount of capital anticipated to be contributed by the Members of the Company is \$100.00.

  
 Ruben Garcia, Sole Member

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The foregoing affidavit was acknowledged before me this MARCH 24, 1999  
 by Ruben Garcia, the sole member of Primus Entertainment, L.C., limited liability company organized  
 under the laws of the State of Florida. He is personally known to me or has produced \_\_\_\_\_  
 \_\_\_\_\_ as identification and did take an oath.

Name:  
 Title:  
 Commission No:



OFFICIAL NOTARY SEAL  
 LISETTE PERNA  
 NOTARY PUBLIC STATE OF FLORIDA  
 COMMISSION NO. CC669823  
 MY COMMISSION EXP. AUG. 6, 2001

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