

National Association
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March 25, 1999

Florida Department of State
Divisions of Corporations
P.O.B. 6327
Tallahassee, FL 32314

400002621884--6
-03/29/99--01099--013
****337.50 ****337.50

To Whom It May Concern::

I've enclosed the original and a copy of the Articles for Organization for this limited liability company.
I've also enclosed a \$337.50 check payable to the Florida Department of State for filing fees.

Sincerely,

J. EA
Jack Malerba, EA
For Jumping Jax Tax, Inc.,
Organizer

Name	<i>CP 341</i>
Availability	
Document	<i>CP</i>
Examiner	
Updater	<i>CP</i>
Updater	
Verifier	<i>CP</i>
Acknowledgment	<i>CP</i>
W. P. Verifier	<i>CP</i>

JUMPING JAX TAX INC 8551 W. SUNRISE BLVD. #102 FT. LAUDERDALE, FL 33322		0821
Pay to the order of <i>Florida Dept. of State</i>		\$ <i>337.50</i>
<i>Three hundred thirty seven and no/100 Dollars</i>		
WASHINGTON MUTUAL BANK 300 EAST DANIA BEACH BOULEVARD DANIA, FL 33004 1-800-722-3232		
<i>For R.O.C. Enter</i>		
⑆267084131⑆831⑆491810⑆9⑆0821⑆		

FILED

**ARTICLES OF ORGANIZATION
FOR
R.O.C. ENTERTAINMENT GROUP, L.L.C.**
(A Florida Limited Liability Company)

Following Chapter 608 of the Florida Statutes, the undersigned does hereby submit these Articles of Organization for forming a Florida Limited Liability Company.

Article 1: Name and Principal Office

The name of the limited liability company is R.O.C. ENTERTAINMENT GROUP, L.L.C. The limited liability company's principal place of business and its mailing address is 820 OCEAN DR., #202, MIAMI, FL 33139.

Article 2: Duration

The duration of the limited liability company is perpetual.

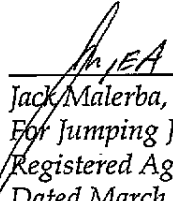
Article 3: Purpose

The limited liability company will engage in any activity or business permitted under the laws of the United States and the laws of Florida.

Article 4: Registered Agent and Registered Office

The name of the limited liability company's first registered agent is Jumping Jax Tax, Inc., and its address is 8551 West Sunrise Blvd., FL 33322-4007.

As registered agent, Jumping Jax Tax, Inc. accepts service of process for the above limited liability company at the place designated in these articles of organization. It accepts this appointment and agrees to act in this capacity. Jumping Jax Tax, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. Jumping Jax Tax, Inc. is familiar with and accepts the obligations of the registered agent for this limited liability company.



Jack Malerba, EA
For Jumping Jax Tax, Inc.
Registered Agent,
Dated March 25, 1999

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TALLAHASSEE, FLORIDA

Article 5: Members and Contributions

The members of the limited liability company are Wills Felin of 820 Ocean Dr., #202, Miami, FL 33139, and Marie Didier Fils-Aime of 820 Ocean Dr., #202, Miami, FL 33139.

Affidavit of Membership and Contributions:

- 1. Jumping Jax Tax, Inc. affirms the limited liability company has two members.*
- 2. Jumping Jax Tax, Inc. affirms Wills Felin contributed \$250.00 in cash and no property.*
- 3. Jumping Jax Tax, Inc. affirms Marie Didier Fils-Aime contributed \$250.00 in cash and no property.*
- 4. Jumping Jax Tax, Inc. affirms the total cash and property contributed to the limited liability company is \$500.00 in cash. No further contributions are anticipated.*

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

Jack Malerba, EA

For Jumping Jax Tax, Inc.

Registered Agent, Organizer and Authorized Representative for the members,

Dated March 25, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 6: Limited Liability Company Operating Agreement

The limited liability company operating agreement regulates the business affairs of this limited liability company.

Article 7: Transferability of Interests

Interest in the limited liability company may be transferred as described in the limited liability company operating agreement, the limited liability company regulations, or Florida Statutes.

Article 8: Management

The members will manage the limited liability company. The managing members are Wills Felin and Marie Didier Fils-Aime. These managing members will serve until the first organizational meeting of the limited liability company, or until their successors are elected and qualified.

Article 9: Member's Liability

A member of the limited liability company will not be held liable to the limited liability company or its members, managing members, or officers, for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article 10: Adding Members

The existing members have the right to admit additional members to the limited liability company upon such terms and conditions as agreed upon by the existing members and additional members. Any entity that becomes a member of the limited liability company will have all rights and obligations of a member under the limited liability company operating agreement.

Article 11: Members Rights to Continue the Business

If a member dies, retires, resigns, declares bankruptcy, dissolves, or otherwise terminates continued membership in the limited liability company, the remaining members will continue the limited liability company based upon the contributions to the limited liability company as noted in Article 5 of the Articles of Organization, including amendments to Article 5 of the Articles of Organization.

Article 12: Name and Address of the Organizer

Jumping Jax Tax, Inc., of 8551 West Sunrise Blvd., #102, Plantation, FL 33322-4007, is the organizer for the limited liability company.



Jack Malerba, EA,
For Jumping Jax Tax, Inc.,
Organizer,
Dated March 25, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA