

L99000001978

TRANSMITTAL LETTER

FL. DEPT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

FILED

99 APR -5 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Southernmost Productions, LLC.

I ENCLOSE AN ORIGINAL OF THE ARTICLES OF ORGANIZATION FOR THE ABOVE LIMITED LIABILITY COMPANY AND A CHECK IN THE AMOUNT OF \$ 285⁰⁰

FROM: Donald F. Russell
1616 Atlantic Blvd #9
Key West, Fl. 33040
(305) 295-7442
TELEPHONE NUMBER

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

ARTICLE 1-NAME

THE NAME OF THE LIMITED LIABILITY COMPANY IS:

SOUTHERNMOST PRODUCTIONS, LLC

ARTICLE 2-Address

The mailing address and street address of the principal office of the Limited Liability
Company is: 1616 ATLANTIC BLVD #9
Key West, Fl. 33040

ARTICLE 3- Duration

The period of duration for the Limited Liability Company is perpetual.

ARTICLE 4- Management

The Limited Liability Company is to be managed by the members and the names and
addresses of the managing members are:

DONALD F. RUSSELL
1616 ATLANTIC BLVD #9
KEY WEST, FL 33040

JOHN DORKIN
4211 HARTWICK VILLAGE PLACE
LOUISVILLE, KY 40241

BETTY BAIRD KREGOR
2500 VEECHDALE RD
SIMPSONVILLE, KY. 40067

ARTICLE V-Admission of Additional Members:

No person shall be admitted as a member unless each member consents in writing to the
admission of the additional member.

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TALLAHASSEE, FLORIDA

ARTICLE VI-Members Rights to Continue Business

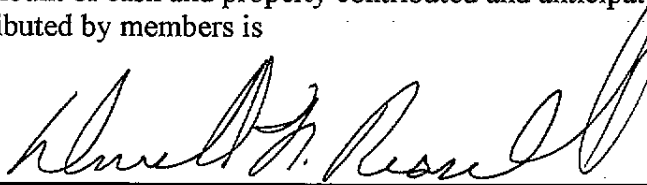
The right, if given, of the remaining members of the limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be granted within 180 days of such event, the Company is continued by the unanimous vote or written consent of all the remaining Members.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII-Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of
SOUTHERNMOST PRODUCTIONS,LLC _____ certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the members is \$ 1500.00
3. if any, the agreed upon value of property other than cash
contributed by members is \$ 0.00
(a description of the property is attached
and made a part hereto.)
4. the total amount of cash and property contributed and anticipated
to be contributed by members is \$ 1500.00

 4/1/99

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.)

DONALD F. RUSSELL

TYPED OR PRINTED NAME OF SIGNEE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED 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:

Southernmost Productions, LLC

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

DONALD F. Russell

NAME

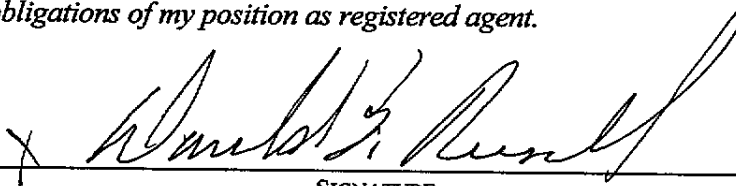
1616 Atlantic Blvd, #9

Florida street address (P. O. Box **NOT** ACCEPTABLE)

Key West FL 33040

CITY, STATE AND ZIP

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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