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**LIMITED LIABILITY COMPANY**

Next Wave Productions, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$285.00

# ARTICLES OF ORGANIZATION OF NEXT WAVE PRODUCTIONS, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608 of 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 be the Charter and authority for the conduct of business of such limited liability company.

## ARTICLE I

### Name

The name of the limited liability company shall be Next Wave Productions, L.L.C.

## ARTICLE II

### Address

The mailing address and principal place of business shall be 224 Datura Street, Suite 1018, West Palm Beach, FL 33401, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

## ARTICLE III

### Duration

This limited liability company shall exist for a period of time not to exceed thirty (30) years from the date of filing the Articles with the Office of the Secretary of State of Florida, or until sooner dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE IV

### Management

Management of this limited liability company is reserved to its members, whose names and addresses of the managing members are as follows:

Sally Miller-Outlaw 224 Datura Street, Suite 1018, West Palm Beach, FL 33401  
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Andrew Rachmell 224 Datura Street, Suite 1018, West Palm Beach, FL 33401.

Alan Carter 224 Datura Street, Suite 1018, West Palm Beach, FL 33401.

## ARTICLE V

### Purposes and Powers

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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 the 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, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
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 herein set forth, 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.

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7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

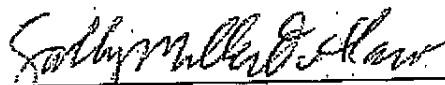
#### ARTICLE VI

##### Initial Registered Office and Agent

The address of the initial registered office of the limited liability company is 224 Datura Street, Suite 1018, West Palm Beach, FL 33401, and the name of its initial registered agent at such address is Sally Miller-Outlaw.

The undersigned, being one of the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Next Wave Productions, L.L.C.

Executed by the undersigned at West Palm Beach, Florida and made effective on April 9, 1999.

  
Sally Miller-Outlaw, in her capacity as an  
original Member of Next Wave Productions,  
L.L.C.

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated company, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Sally Miller-Outlaw, Registered Agent

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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Next Wave Productions, L.L.C. deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$10,000.00.
3. If any, the agreed value of property other than cash contributed by members is zero (\$0.00).
4. The total amount of cash or property anticipated to be contributed by members is \$10,000. This total includes amounts from 2 and 3 above.

  
Sally Miller-Outlaw, Member

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