

# L99000003600

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. JBFC ENTERTAINMENT, L.C.  
 (Corporation Name) (Document #)

2. \_\_\_\_\_  
 (Corporation Name) (Document #)

3. \_\_\_\_\_  
 (Corporation Name) (Document #)

4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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  Certificate of Status

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 TALLAHASSEE, FLORIDA

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**NEW FILINGS**

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

**AMENDMENTS**

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Name Availability	<input checked="" type="checkbox"/>
Document Examiner	DCC

**OTHER FILINGS**

Updater	DCC
Updater Verifier	DCC
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	P. Verifier

**REGISTRATION/QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TALLAHASSEE, FLORIDA  
 DIVISION OF CORPORATIONS  
 DEPARTMENT OF STATE

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Examiner's Initials

ARTICLES OF ORGANIZATION OF  
JBFC ENTERTAINMENT, L.C.

JBFC Corporation, a Florida corporation and Vestec Entertainment Corporation, a Florida corporation, through the means of these Articles of Organization, organize a Limited Liability Company under the following articles:

ARTICLE I.

The name of the limited liability company shall be:

JBFC ENTERTAINMENT, L.C.

ARTICLE II.

This limited liability company will have a perpetual duration.

ARTICLE III.

The mailing address and the street address of the principal office of this limited liability company is:

JBFC Entertainment, L.C.  
501 Brickell Key Drive, Suite 602  
Miami, Florida 33131

ARTICLE IV.

The members of this limited liability company are:

JBFC Corporation  
501 Brickell Avenue, Suite 602  
Miami, Florida 33131

and

Vestec Entertainment, Corporation  
501 Brickell Avenue, Suite 602  
Miami, Florida 33131

ARTICLE V.

The profits of the limited liability company will be allocated to its members in the proportion of 60% to JBFC Corporation and 40% to Vestec Entertainment Corporation. Losses shall be allocated among the members on the basis of each member's relative capital account.

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#### ARTICLE VI.

The members' vote in this limited liability company shall be weighed as follows:

JBFC Corporation's weight will be 60% of the total voting power and Vestec Entertainment Corporation's vote will weight 40% of the total voting power.

#### ARTICLE VII.

This limited liability company shall be managed by managers and the managers are:

Joao Batista Da Costa  
5373 Fisher Island Drive  
Miami, Florida 33109

Rafael Diaz Balart  
501 Brickell Key Drive, Suite 602  
Miami, Florida 33131

Chilton Epes Harper  
501 Brickell Key Drive, Suite 602  
Miami, Florida 33131

In regards to day-to-day matters, each manager will have the capacity of managing the affairs of the corporation without requiring any other consent. In case of conflict in the decisions of the managers, the decision of Joao Batista Da Costa shall control.

#### ARTICLE VIII.

This limited liability company shall have all the powers granted to limited liability companies by Section 608.404 of the Florida Statutes, as presently enacted and any other powers that may be given by Florida Statutes, in addition to the foregoing, from time to time.

#### ARTICLE IX.

The interest of the members in this limited liability company may be evidenced by certificate or certificates of limited liabilities company's interest issued by the company and signed by two managers of the company.

#### ARTICLE X.

Any remaining member or members of this limited liability company have the right to continue the business of the company in case of bankruptcy, expulsion, dissolution, resignation, retirement, and if the member is an individual, death, or of any other event which terminates the continued membership of a member in this limited liability company. A simple majority of the remaining members should be sufficient to exercise this right.

ARTICLE XI.

This limited liability company may indemnify its members, managing members, if any, managers, officers, employees and agents to the full extent permitted by Section 608.4363 of the Florida Statutes, as presently enacted, or as such powers may be enhanced from time to time. All matters not set forth in this article of organization shall be controlled by the regulations adopted pursuant to the powers granted to limited liability companies by Chapter 608 of the Florida Statutes as presently enacted.

ARTICLE XII.

The undersigned member or authorized representative of a member of JBFC Entertainment, L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 50,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.); and \_\_\_\_\_
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,050,000.00

*CH*

\_\_\_\_\_  
Signature of a member or of 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.)

CHILTON HARPER

Typed or printed name of signee

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JBFC CORPORATION

By: *CH*  
Chilton Harper  
Vice President

VESTEC ENTERTAINMENT CORPORATION

By: *[Signature]*  
Rafael Diaz Balart  
Chairman

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

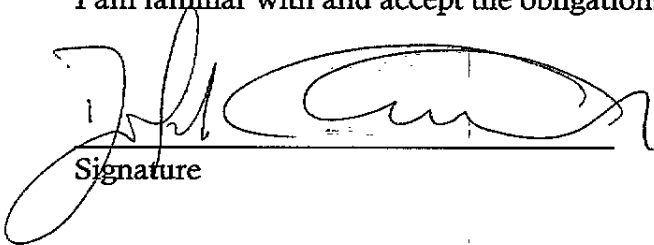
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is JBFC Entertainment, L.C.
2. The name and the Florida street address of the registered agent are:

Rolando A. Amador, Esquire  
AMADOR & AMADOR, P.A.  
Suite 423/Lejeune Centre  
780 N.W. Lejeune Road  
Miami, Florida 33126-5536

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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