

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

NETVENTURE PRODUCTIONS, LLC

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ARTICLES OF ORGANIZATION
OF
NETVENTURE PRODUCTIONS, LLC

ARTICLE I

The name of this Limited Liability Company shall be: NETVENTURE PRODUCTIONS, LLC ("This Limited Liability Company").

ARTICLE II

This Limited Liability Company shall exist in perpetuity from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the Member(s) or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be 540 Brickell Key Drive, Penthouse 1800, Miami, Florida 33131, and such other place or places as the Member(s) from time to time may determine.

ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed fair market value of property) is \$10,000.00, which will be contributed by the Member(s). Additional contributions will be made at such times and in such amounts as may be agreed by the Member(s).

Thomas M. Parker, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
ph: (305) 789-9200
Florida Bar No. 0047570

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ARTICLE VI

The Limited Liability Company will be managed by two Managing Members. The name and address of the initial Managing Members are as follows: Chapman Ducote, 540 Brickell Key Drive, Penthouse 1800, Miami, FL 33131; and Ashton Soniat, 3300 Sage, #9202, Houston, Texas 77056.

ARTICLE VII

The Members may admit additional Members with the approval of all of the Members on such terms and conditions as may be approved by the Members and the additional Member to be admitted.

ARTICLE VIII

The Member(s) shall have the right to continue the Limited Liability Company and its name and its business, notwithstanding the death, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company, provided that all the remaining Members consent in writing thereto, which consent shall be obtained within ninety (90) days after the death, bankruptcy or dissolution of a Member or the occurrence of the event which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE IX

A Member's interest in the Limited Liability Company is subject to transfer or assignment, except as prohibited in the Regulations.

ARTICLE X

These Articles may be amended only by a vote of the Member(s) controlling a majority interest in the Limited liability Company.

ARTICLE XII

The street address of the Limited Liability Company's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Thomas M. Parker, Esq.

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IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION.



Chapman Ducote, Managing Member

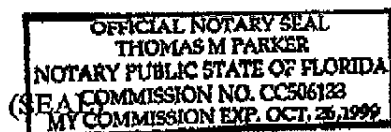
STATE OF FLORIDA)

) ss.

COUNTY OF MIAMI-DADE)

Before me personally appeared Chapman Ducote, Managing Member of the Company,
[] who is personally known to me, or [X] who produced Driver License as
identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 8 day of July,
1999.



Notary Public

Print Name: THOMAS M PARKERMy commission expires: 10/26/1999

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ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Articles of Organization, 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.


Thomas M. Parker

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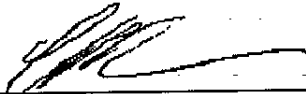
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

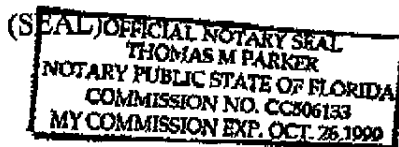
STATE OF FLORIDA)
)ss.
COUNTY OF MIAMI-DADE)

The undersigned, Chapman Ducote, a Managing Member of Netventure Productions, LLC, says:

1. The above-named Limited Liability Company has three (3) Member.
2. The total amount of cash contributed by the Members is \$10,000.00.
3. The agreed value of property other than cash contributed by the Members is \$0.00.
4. The total amount of cash anticipated to be contributed by Members in the future is \$0.00.


Chapman Ducote, Managing Member

SWORN TO AND SUBSCRIBED before me this 8 day of July, 1999, by Chapman Ducote, a Managing Member, [] who is personally known to me or [X] who has produced Driver License as identification.




Notary Public

Print Name: THOMAS M. PARKER

My commission expires: 10/26/1999

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