

Division of Corporations

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Att: Sue Deverson
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LIMITED LIABILITY COMPANY

BDB Productions, L.C.

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**ARTICLES OF ORGANIZATION
OF
BDB PRODUCTIONS, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is:

BDB Productions, L.C.

**ARTICLE II
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2039, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

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

1921 S.W. 67th Terrace
Plantation, FL 33317

Prepared By: Steven C. Elkin, Esq.
Bar No. 712566
Tripp Scott, PA
P. O. Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

William M. McConnell
1921 S.W. 67th Terrace
Plantation, FL 33317

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

6.1 This limited liability company may not admit new members or issue additional member interests without the unanimous consent or vote of the board of managers and the prior written approval of all of the outstanding member interests. Capital contributions required of new members shall be determined by the board of managers at the time of their admission to this limited liability company.

6.2 Except as expressly permitted in the regulations of this limited liability company, no member may sell, assign, pledge or otherwise transfer or encumber (collectively "transfer") all or any part of its member interest in this limited liability company, or suffer the same to be subject, directly or indirectly, to transfer by operation of law, as a result of such member's divorce or marital separation, bankruptcy, court order or otherwise, and no transferee of all or any part of the member interest of a member shall be admitted as a substituted member, without, in each such event, having obtained the unanimous consent or vote of the board of managers and the prior written approval of all of the members (without including the vote, consent or approval of the transferring member).

ARTICLE VII RIGHT OF MEMBERS TO CONTINUE BUSINESS

The members of this limited liability company may continue the business of this limited liability company following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the agreement of all the remaining members.

ARTICLE VIII MANAGEMENT

8.1 This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers.

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No member of the limited liability company, in such capacity, shall have any right or authority to act for or to bind this limited liability company.

8.2 The board of managers of this limited liability company shall initially consist of one (1). The number of members of the board of managers may be either increased or diminished from time to time as provided in the regulations of this limited liability company but shall never be less than one (1). The manager shall serve until his successor is elected and qualifies. The name and address of the initial Manager of this limited liability company is:

Name

Address

William M. McConnell

1921 S.W. 67th Terrace
Plantation, FL 33317

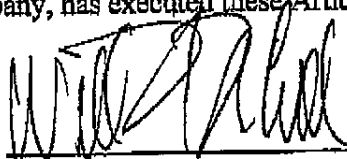
ARTICLE IX AMENDMENT OF ARTICLES OF ORGANIZATION

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X INDEMNIFICATION

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a Manager and authorized representative of the members of this limited liability company, has executed these Articles of Organization this 15th day of July, 1999.



William M. McConnell, Manager and authorized representative of the members of this limited liability company

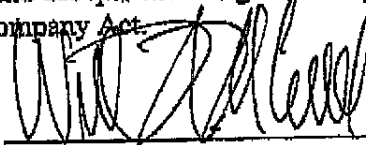
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JUL.16.1999 2:18PM TRIPP SCOTT

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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.



William M. McConnell, Registered Agent

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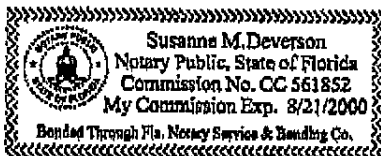
**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS
OF
BDB PRODUCTIONS, L.C.**

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared William M. McConnell, who, in his capacity as Manager and authorized representative of the members of BDB Productions, L.C., a Florida limited liability company (the "Company"), being duly sworn, deposes and says that:

1. The Company has at least one (1) member; and
2. The members of the Company have agreed to make capital contributions to the Company in the aggregate amount of \$100.00. Cash and/or other property, has been contributed by the members to the Company. No other contributions to the Company are anticipated to be made at this time.

FURTHER AFFIANT SAYETH NAUGHT



[Signature of William M. McConnell]

William M. McConnell, Manager and authorized
representative of the members of
the Company

SWORN TO AND SUBSCRIBED before me this 15th day of July, 1999.

[Signature of Susanne M. Deverson]

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Personally Known ☒ or Produced Identification _____

Type of Identification Produced _____

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