



99000007348

ACCOUNT NO. : 072100000032

REFERENCE : 452486 92490A

AUTHORIZATION : Patricia Puyat

COST LIMIT : \$ 155.00

ORDER DATE : November 2, 1999

ORDER TIME : 10:30 AM

ORDER NO. : 452486-005

CUSTOMER NO: 92490A

100003032631--7

CUSTOMER: Ms. Paola Febres
PROFILET VAZQUEZ & HESS
PROFILET VAZQUEZ & HESS
Suite 407
501 Brickell Key Drive
Miami, FL 33131

DOMESTIC FILING

NAME: NOBEL ENTERTAINMENT LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA
99 NOV -2 PM 1:59

FILED

RECEIVED
99 NOV -2 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF NOBLE ENTERTAINMENT LLC
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: NOBLE ENTERTAINMENT LLC

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

601 Brickell Key Drive, Ste. 802, Miami, FL 33131

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV — Management:

(Check the appropriate box and complete the statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing members are:

Roberto P. Noble, MGRM
601 Brickell Key Drive, Ste. 802
Miami, Florida 33131

Nohemy Noble, MGRM
601 Brickell Key Drive, Ste. 802
Miami, Florida 33131

FILED
99 NOV -2 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

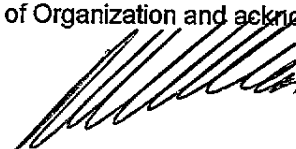
ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of Roberto P. Noble and Nohemy Noble.

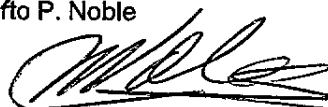
ARTICLE VI — Members' Rights to Continue Business

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 determined by the votes of the majority of the members as of the date of specified event (as described herein).

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 27th day of August, 1999.



Roberto P. Noble



Nohemy Noble

FILED
99 NOV --2 PH 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Registered Agent/Registered Office

**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:

NOBLE ENTERTAINMENT LLC

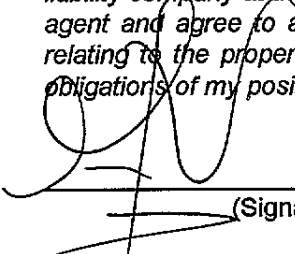
2. The name and the Florida street address of the registered agent and registered office are:

Gerardo A. Vazquez, Esquire
(Name)

601 Brickell Key Drive, Suite 802
Florida street address (P.O. Box **NOT** acceptable)

Miami, Florida 33131
City/State/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)

FILED
99 NOV -2 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA