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LIMITED LIABILITY COMPANY

Bayboard Entertainment, LLC

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**ARTICLES OF ORGANIZATION
OF
BAYBOARD ENTERTAINMENT, LLC
a Florida Limited Liability Company**

FILED
99 NOV 24 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the limited liability company is **BAYBOARD ENTERTAINMENT, LLC**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 33-B Venetian Way, No. 61, Miami Beach, FL 33139.

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by one or more managers, to be appointed by the members of the Company, in the manner to be agreed upon by the members. The initial sole Manager of the limited liability company and his address are listed below:

Ana Sobrino
33-B Venetian Way, No. 61
Miami Beach, FL 33139

The foregoing person is to serve as the manager of the limited liability company until a successor is elected and qualified.

Prepared by:
Lin M. Cherry, Esq.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 936375

ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Any other remaining members of the limited liability company may, pursuant to the vote of the member(s), possessing a majority of membership interests in the limited liability company, 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.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the limited liability company's initial registered agent is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the limited liability company's initial registered agent at that office is American Information Services, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 23 day of November, 1999.



Ana Sobrino, sole member and manager

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **BAYBOARD ENTERTAINMENT, LLC**, a Florida limited liability company (the "Company"), in the Company's articles of organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23rd day of November, 1999.

**AMERICAN INFORMATION SERVICES,
INC.**

By: Mary Lee Liggett
Mary Lee Liggett, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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