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PETER Z. KAMENESH

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3225 Aviation Avenue

Seventh Floor

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November 15, 1999

(Via Certified Mail Return Receipt Requested)

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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-11/17/99--01045--002
****337.50 ****155.00

Re: Honey Child Enterprises, LLC, a Florida limited liability company

Gentleperson(s):

Enclosed please find Articles of Organization for Honey Child Enterprises, LLC, and our trust account check in the sum of \$337.50 representing your filing fees.

Please file the enclosed Articles and return a copy to the undersigned in the enclosed stamped, self-addressed envelope which has been enclosed for your convenience.

Thank you in advance for your prompt attention to the foregoing.

Sincerely yours,

Peter Z. Kamenesh

cb

Enclosures

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TALLAHASSEE, FLORIDA

FILED

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00789/02837/02870/02827/00613/02764/00671

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 18, 1999

PETER Z. KAMENESH
3225 AVIATION AVENUE
SEVENTH FLOOR
COCONUT GROVE, FL 33133

SUBJECT: HONEY CHILD ENTERPRISES, LLC
Ref. Number: W99000026584

We have received your document for HONEY CHILD ENTERPRISES, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please complete and sign the enclosed application for refund, and return it to my personal and confidential attention at the address below.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 499A00055395

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**ARTICLES OF ORGANIZATION
OF
Honey Child Enterprises, LLC**

The undersigned, being the sole members of Honey Child Enterprises, LLC, a Florida limited liability company (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: **Honey Child Enterprises, LLC**

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

3525 Anchorage Way
Miami, Florida 33133

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

3525 Anchorage Way
Miami Beach, Florida 33133

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Tracy Wilson Mourning
3225 Aviation Avenue, Seventh Floor
Miami , Florida 33133

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent

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(90.00%) of the Shares in the Company, and so long as there remains not less than two (2) members of the Company.

ARTICLE IX. MANAGER

The Company shall be managed by manager. The names and addresses of the initial manager is set forth below. The initial manager shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Manager:

Address:

Platinum Entertainment Productions, Inc.
a Florida Corporation

3225 Aviation Avenue, Seventh Floor
Miami , Florida 33133

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

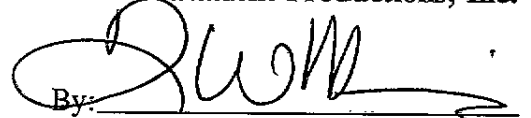
ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members of the Company and which states that it may only be amended, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

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IN WITNESS WHEREOF, the members of the Company have executed the foregoing Articles of Organization this 12 day of Nov, 1999.

Platinum Entertainment Productions, Inc.

By: 
Tracy Wilson Mourning, President

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TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

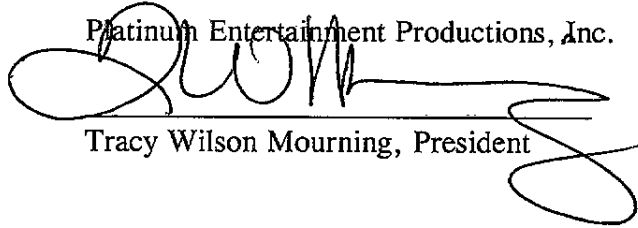
The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of Honey Child Enterprises,
LLC in its Articles of Organization, at the place designated in such
Articles of Organization, the undersigned hereby agrees to act in
this capacity and affirms that he is familiar with, and accepts, the
obligations of such position.

Dated:

11/12, 1999

Platinum Entertainment Productions, Inc.



Tracy Wilson Mourning, President

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