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LIMITED LIABILITY COMPANY

INTERNATIONAL PRODUCTIONS, L.C.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 16, 1999

DESANTIS, GASKILL & HUNSTON, P.A.

SUBJECT: INTERNATIONAL PRODUCTIONS, L.C.  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet. 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.

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ARTICLES OF ORGANIZATION  
OF  
INTERNATIONAL PRODUCTIONS, L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

ARTICLE I  
NAME

The name of the Limited Liability Company shall be INTERNATIONAL PRODUCTIONS, L.C.

ARTICLE II  
ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is 3801 PGA Boulevard, Ste. 1000, Palm Beach Gardens, Florida 33410.

ARTICLE III  
MEMBERS RIGHTS TO CONTINUE BUSINESS

The period of duration for the Limited Liability Company shall be thirty (30) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrences of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of all of the remaining members.

ARTICLE IV  
PURPOSE

The Limited Liability Company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

DeSantis, Gaskill,  
Smith & Shenkman, P.A.  
11891 U.S. Highway One  
North Palm Beach, FL 33408  
561-622-2700  
Conrad J. DeSantis, Esq.  
Fla. Bar #126858

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## ARTICLE V MANAGEMENT

The management of the Limited Liability Company shall be vested in the members, in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time properly reflecting any additional contributions or withdrawals by the members.

The initial members of the Limited Liability Company are Alfred Zucaro, Jr., of 1555 Palm Beach Lakes Blvd., Suite 1501, West Palm Beach, Florida 33401; Conrad J. DeSantis, 11891 U.S. Highway One, North Palm Beach, Florida 33408; William A. Kulok of 116 Echo Drive, Jupiter, Florida 33458; and William J. Pittler of 8525 Egret Meadow Lane, West Palm Beach, Florida 33412.

## ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

## ARTICLE VII AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the Members of the Limited Liability Company.

## ARTICLE VIII TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

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## ARTICLE IX

WITHDRAWAL OR REDUCTION OF  
MEMBER'S CONTRIBUTIONS TO CAPITAL

A withdrawing Member shall not receive out of the Company any distribution until all liabilities of this Limited Liability Company, except liabilities to Members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

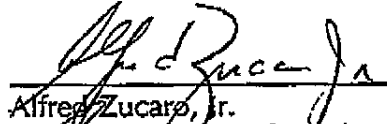
ARTICLE X  
REGISTERED OFFICE AND AGENT

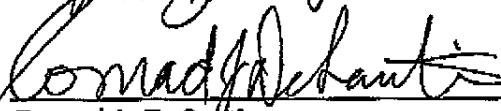
The street address of the initial registered office is: 3801 PGA Boulevard, Ste. 1000, Palm Beach Gardens, Florida 33410. The initial registered agent for the Company shall be Conrad J. DeSantis.

ARTICLE XI  
COMMENCEMENT OF EXISTENCE


The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

IN WITNESS WHEREOF, I have subscribed my name this 14<sup>th</sup> day of December, 1999.

  
Alfred Zucaro, Jr.

  
Conrad J. DeSantis

  
William A. Kulok

  
William J. Pittler

DeSantis, Gaskill,  
Smith & Shenkman, P.A.  
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STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 14<sup>th</sup> day of December, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Alfred Zucaro, Jr., to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

(Name of Notary printed, typed, or stamped)



[Notarial Seal]

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

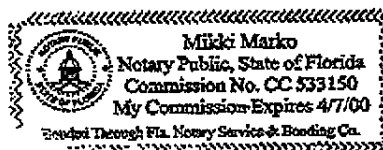
On this 14<sup>th</sup> day of December, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Conrad J. DeSantis, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

(Name of Notary printed, typed, or stamped)



[Notarial Seal]

## STATE OF FLORIDA

DeSantis, Gaskill,  
 Smith & Shenkman, P.A.  
 11891 U.S. Highway One  
 North Palm Beach, FL 33408  
 561-622-2700  
 Conrad J. DeSantis, Esq.  
 Fla. Bar #126858

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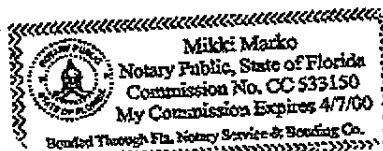
## COUNTY OF PALM BEACH

On this 14<sup>th</sup> day of December, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared William A. Kulok, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Mikki Marko, Notary Public

(Name of Notary printed, typed, or stamped)



[Notarial Seal]

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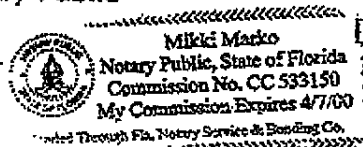
STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 14<sup>th</sup> day of December, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared William J. Pittler, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Mikki Marko, Notary Public

(Name of Notary printed, typed, or stamped)



[Notarial Seal]

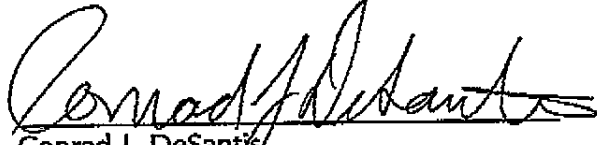
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Conrad J. DeSantis, Esq.  
Fla. Bar #126858

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## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provision keeping said office open.

  
Conrad J. DeSantis  
Registered Agent99 DEC 16 AM 10:02  
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TALLAHASSEE, FLORIDA

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