

Division of Corporations

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Florida Department of State
 Division of Corporations
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To:

Division of Corporations
 Fax Number : (850)922-4003

From:

Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
 Account Number : 072100000245
 Phone : (561)775-9980
 Fax Number : (561)694-1639

FOREIGN LIMITED LIABILITY COMPANY

Digital Artists LLC

Certificate of Status	0
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Estimated Charge	\$285.00

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SECRETARY OF STATE
 TALAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

1. Digital Artists LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so
contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware

(jurisdiction under the law of which foreign limited liability
company is organized)

3.

(FEI number, if applicable)

4. April 1, 1999

(Date of Organization)

5. with the provisions of its regulations.

(Duration: Year limited liability company will cease to exist
or "perpetual")

6. upon filing of this application

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 930 Washington Avenue, 5th Floor

Miami Beach, FL 33139

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or
manager [MGR] who will manage the foreign limited liability company in Florida:
(attach additional page if necessary)

NAME & ADDRESS:**TITLE:****NAME & ADDRESS:****TITLE:**

Robert G. Kreusler
930 Washington Avenue, 5th Floor
Miami Beach FL 33139

MGR

Brad Krassner
930 Washington Avenue, 5th Floor
Miami Beach FL 33139

MGR

Sherri Krassner
930 Washington Avenue, 5th Floor
Miami Beach FL 33139

MGR

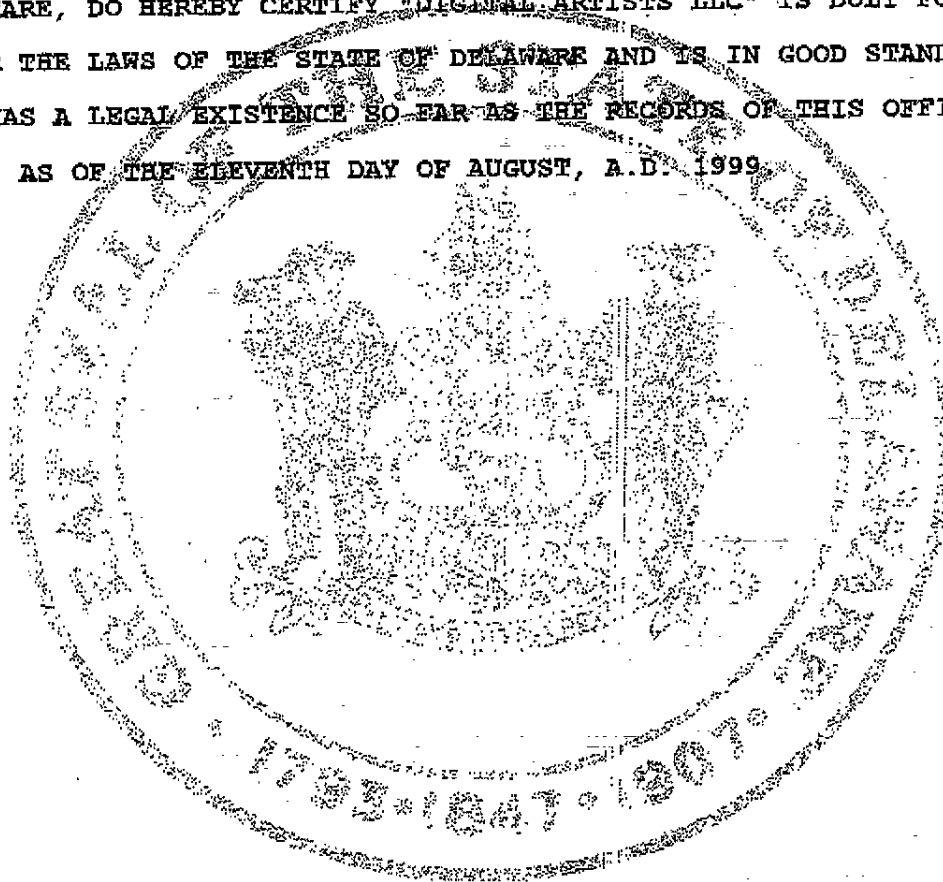
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Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL ARTISTS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF AUGUST, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 9914814

08-11-99

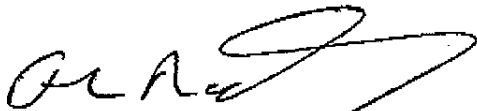
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:
Digital Artists LLC

REGISTERED AGENT/OFFICE:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises Inc.
Frank A. Rodriguez, CEO

Date: August 13, 1999

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

Limited Liability Company:
Digital Artists LLC

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.


Robert G. Kreuzler
by F.A. Rodriguez as attorney-in-fact

Date: 8/13/99

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