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PICK-UP WAIT MAIL

(Business Entity Name)

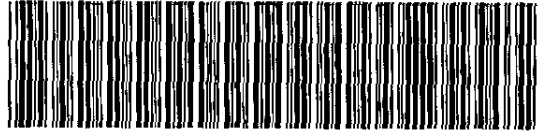
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
RONALD W. MAXWELL, P.A.
1812 University Boulevard South
JACKSONVILLE, FLORIDA 32216-8931

TELEPHONE
(904) 398-7672

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(904) 398-7718

February 16, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: **13 MINUTE PRODUCTIONS, LLC**
Proposed Limited Liability Company

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2005 FEB 18 AM 10:19
TALLAHASSEE

Dear Sir:

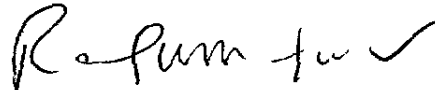
Enclosed herewith you will find originals of the proposed Articles of Organization for the above-referenced Company, which includes as Article V thereof the required appointment of Registered Agent. Acceptance of the Company's Registered Agent Appointment is found on the signature page of the Articles. (A copy of the Articles is enclosed and I would request that you stamp and return same after filing.)

You will also find enclosed herewith a check in the amount of \$125.00 made payable to the Department of State to cover filing fees and Designation of Registered Agent.

Thanking you for your assistance and attention to this matter and with best regards, I am

Sincerely,

LAW OFFICE OF RONALD W. MAXWELL, P. A.



RONALD W. MAXWELL

RWM/cr
Enclosures as stated

**ARTICLES OF ORGANIZATION
FOR
13 MINUTE PRODUCTIONS, LLC**

The undersigned, being the duly authorized member or the authorized representative of said member, desires to form a Limited Liability Company under the laws of the State of Florida, and hereby adopts the following Articles of Organization for such company.

ARTICLE I. NAME

The name of the Limited Liability Company is **13 MINUTE PRODUCTIONS, LLC** (the "Company").

ARTICLE II. ADDRESS

The Company's mailing address and the street address of its principal office is: **507 North Market Street, Jacksonville, FL, 32202.**

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by the Company is to carry on and engage in every aspect of any activity or business for profit permitted under the laws of United States and the State of Florida.

ARTICLE IV. DURATION

The Company shall begin its existence on the date these Articles of Organization are subscribed, and the duration of the Company thereafter shall be perpetual unless terminated in accordance with the Company's Operating Agreement or by law.

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TALLAHASSEE, FLORIDA

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is **1812 University Boulevard South, Jacksonville, Duval County, Florida, 32216-8931**, and the name of the Initial Registered Agent at such address is **RONALD W. MAXWELL, ESQUIRE**.

ARTICLE VI. MEMBER'S RIGHT TO CONTINUE BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on the death, resignation, retirement, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued Membership of a member in the Company will be as provided in the Operating Agreement of the Company.

ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted as provided in the Operating Agreement of the Company.

ARTICLE VIII. MANAGEMENT

The Management of the Company is reserved to the Members, or elected Managing Members, of the Company in proportion to their contributions to the capital of this Limited Liability Company.

ARTICLE IX. OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company will be vested in the Members of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Limited Liability Company pursuant to Chapter 608, *Florida Statutes*, has signed and acknowledged the Articles of Organization at Jacksonville, Duval County, Florida, this 15th day of February, 2005.

Ronald W. Maxwell
RONALD W. MAXWELL
Authorized Representative

ACCEPTANCE OF RESIDENT AGENT

I, **RONALD W. MAXWELL**, having been named to accept the service of process for the Limited Liability Company named above, at the place designated therein, accept the appointment as Registered Agent and agree to act in that 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 Resident Agent.

DATED in Jacksonville, Duval County, Florida, this 15th day of February, 2005.

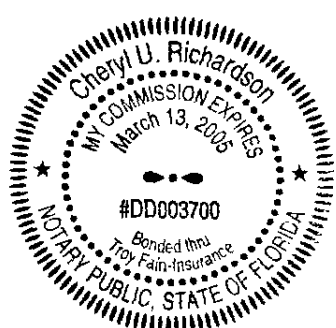
Ronald W. Maxwell
RONALD W. MAXWELL

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TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF DUVAL**

I **HEREBY CERTIFY** that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared **RONALD W. MAXWELL**, personally known to me to be the person described as Authorized Representative and Registered Agent in and who executed the foregoing Articles of Organization and Acceptance of Resident Agent, and after having taken an oath acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 15th day of February, A. D., 2005.



Cheryl U. Richardson
CHERYL U. RICHARDSON
Notary Public, State of Florida at Large.
My Commission Expires: