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Joe Castello, P.A.

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August 13, 1996  
Expedited Delivery

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 14 PM 2:27

ATTORNEYS' TITLE  
INSURANCE FUND, INC.  
Suite 200  
660 East Jefferson Street  
Tallahassee, Florida 32301

Return to  
F I L A S H P

Re: Pixel PlayGround, L.C.

To Whom It May Concern:

I am enclosing for filing with the Florida Department of State Articles of Organization, Acceptance By Resident Agent, and Affidavit of Membership and Contributions for Pixel PlayGround, to be formed as a Florida limited liability company. I also am enclosing our check to the Department for the following fees:

File Articles	\$250.00
File Resident Agent	\$35.00
Certified Copy of Articles	\$52.50
Standing Certificate	\$8.75

I am enclosing a separate check for your \$10.00 service fee.

Please file the Articles, pull the certified copy and standing certificate and return the certified copy and standing certificate to me by mail.

Please call 813-985-6531 with any questions and to confirm the filing.

Sincerely,

*Joe Castello*  
Joe Castello  
Member No. 4247

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## ARTICLES OF ORGANIZATION

### **Pixel PlayGround, L.C.** *A Florida Limited Liability Company*

I am a member and organizer of Pixel PlayGround, L.C. (the "Company"), which has two or more members and desires to organize as a limited liability company under the Florida Limited Liability Company Act (the "Act"). I am subscribing and filing these Articles of Organization with the Florida Department of State to complete the Company's formation under the Act.

#### **1.1 NAME**

The Company's name is: **PIXEL PLAYGROUND, L.C.**

#### **1.2 DURATION**

The period of the Company's duration is from is from the date of filing these Articles with the Florida Department of State through December 31, 2025, unless sooner dissolved by the members or otherwise as provided in the Act.

#### **1.3 ADDRESSES**

The Company's mailing address, which may be changed by the members, initially is:

**P.O. BOX 290589  
TAMPA, FLORIDA 33687-0589**

The Company's street address, with may be changed by the members, initially is:

**SUITE F  
11700 NORTH 58th STREET  
TAMPA, FLORIDA 33687**

#### **1.4 REGISTERED AGENT**

The name and address of the Company's registered agent, which may be changed by the members, initially is:

**JOE CASTELLO  
SUITE F  
11700 NORTH 58th STREET  
TAMPA, FLORIDA 33687**

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### 1.5 ADDITIONAL MEMBERS

The right is given to the members to admit additional members by unanimous agreement or upon such other terms and conditions as may be provided in the Company's regulations.

### 1.6 BUSINESS CONTINUATION

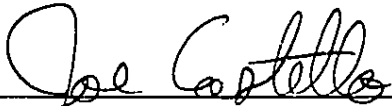
The remaining members, if there then are two or more and subject to any applicable provisions of the regulations, have the right to continue the Company's business upon (i) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member; or (ii) the occurrence of any other event that terminates a member's continued membership in the Company.

### 1.7 MANAGEMENT

The Company's management initially is reserved to the members. The managing members initially are:

DONALD R. HODGSKIN	1532 Pickford Avenue Fern Park, Florida 32730
MARK WELLS	8034 Tompkins Sq. Orlando, Florida 32807
KURT KELLICUT	1011 Gotwalt Drive Oviedo, Florida 32765

Unless provided otherwise in the regulations, all management decisions, and all other actions by the Company, require the consent of (i) Donald R. Hodgskin, and (ii) either Mark Wells or Kurt Kellicut.

  
\_\_\_\_\_  
JOE CASTELLO

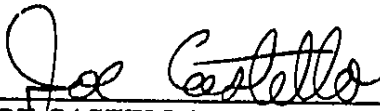
**ACCEPTANCE BY REGISTERED AGENT**

I have been named as registered agent for PIXEL PLAYGROUND, L.C., in its Articles of Organization filed with the Florida Department of State, as follows:

JOE CASTELLO  
SUITE F  
11700 NORTH 58th STREET  
TAMPA, FLORIDA 33687

I hereby accept appointment as registered agent and agree to act in this 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 registered agent.

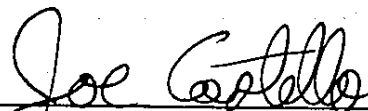
DATED August 13, 1996.

  
\_\_\_\_\_  
JOE CASTELLO

**CERTIFICATE OF DESIGNATION**

PIXEL PLAYGROUND, L.C., a Florida limited liability company to formed, hereby designates the foregoing person and office as its Florida registered agent and registered office.

DATED August 13, 1996.

  
\_\_\_\_\_  
JOE CASTELLO, Member

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned appeared before me today and either made each of the following statements under oath, or affirmed them under penalty of perjury:

- 1. I am a member, or authorized representative of a member, of PIXEL PLAYGROUND, L.C., a Florida limited liability company.
- 2. Such limited liability company has at least two members.
- 3. The total amount of cash contributed by the members is \$40,000.00.
- 4. There is no property other than cash contributed by the members and the agreed value of such other property accordingly is zero.
- 5. The total amount of cash or property anticipated to be contributed by the members is \$40,000.00. This total includes the amounts set forth in the preceding paragraphs 3 and 4.

Joe Castello  
JOE CASTELLO, Affiant

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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

(Use BLACK Ink)  
(Complete/Correct State/County)

Sworn to (or affirmed) and subscribed before me August \_\_, 1996, by JOE CASTELLO, who either is personally known to me or who produced his Florida driver's license for identification, and who also acknowledged the instrument before me.

(Print The Following Unless Shown By A STAMP Seal)

Commission No. CC313376  
Commission Expires 09-07-97  
Name Jon Eric Statham

Jon Eric Statham  
NOTARY PUBLIC (Sign above and SEAL below)



JON ERIC STATHAM  
My Commission CC313376  
Expires Sep. 07, 1997  
Bonded by HAI  
800-422-1555