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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY COMPANY

PARK AVENUE FILMS, L.L.C.

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ARTICLES OF ORGANIZATION

OF

PARK AVENUE FILMS, L.L.C.

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These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this Limited Liability Company is PARK AVENUE FILMS, L.L.C. ("Company").

ARTICLE II - DURATION

The existence of this Limited Liability Company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This Limited Liability Company is organized to operate a business engaged in providing production of film and television products and the transaction of any and all lawful business.

ARTICLE IV - POWERS

This Limited Liability Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The mailing address and street address of the principal office of this Limited Liability Company is 11250 Point Sylvan Circle, Suite D, Orlando, Florida 32825 and the name and address of the initial registered agent of the Company is Lawrence H. Haber, Esquire, 606 Front Street, Celebration, Florida 34747.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company as specified in the Operating Agreement to be adopted by the members of the Company.

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ARTICLE VII – INITIAL MEMBER

The names and addresses of the initial member of this Limited Liability Company are:

Susanne LaFace
11684 Ventura Blvd., #473
Studio City, California 91604

Kathy Meindl
11250 Point Sylvan Circle
Suite D
Orlando, Florida 32825

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ARTICLE VIII- ADMISSION OF MEMBERS

Additional members may be admitted from time to time as specified in the Operating Agreement to be adopted by the members of the company.

ARTICLE IX- TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may continue the business of the Company.

ARTICLE X- MANAGEMENT OF THE COMPANY

The Company shall be managed by a Managing Member, who shall serve as general manager, until and unless otherwise determined by the members of the Company as specified in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XI – ORGANIZER

The name and address of the person signing these articles is:

Lawrence H. Haber, Esquire
Post Office Box 470171
Celebration, Florida 34747-0171

ARTICLE XII - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida, the Articles of Organization or the Operating Agreement to be adopted by the members of the Company.

ARTICLE XIII - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

a. When the period established in Article II hereof for the duration of this Limited Liability Company expires; or

b. As otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XIV - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof unless otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XV - AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of December 3, 2001.

By: _____
Lawrence H. Haber, Organizer

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 3rd day of December 2001, by Lawrence H. Haber, who is personally known to me.

_____
Notary Public, State of Florida
My Commission Expires: 3/8/2005

Patricia A Kane
My Commission DD007481
Expires March 08, 2005

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE 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.

Registered Agent

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