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February 4, 2000

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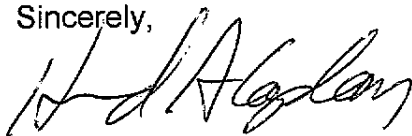
Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Trust In Me, LLC. along with the statement of registered agent and check for the appropriate fee.

Sincerely,



Howard A. Caplan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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enclosures

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ARTICLES OF ORGANIZATION
OF
TRUST IN ME, LLC

The undersigned organizer of these Articles of Organization, a natural person competent to contract, and authorized representative of the initial members hereof, hereby presents these Articles for the formation of a for profit limited liability company under the Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I

The name of the Company is Trust In Me, LLC.

ARTICLE II

This Company will exist perpetually.

ARTICLE III

The principal office ^{& Mailing address} of the Company initially will be at 101 Century 21 Drive, Suite 218, Jacksonville, FL 32216. The principal office may be moved to any address that the members shall choose, provided however that the principal office shall be in the State of Florida.

ARTICLE IV

The registered office shall be and the registered agent at that same address shall be

Agent

Howard A. Caplan, Attorney, P.A.

Registered Office Address

3900 Atlantic Blvd.
Jacksonville, FL 32207

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ARTICLE V

The members of the Company may admit new members upon majority consent of the current members.

ARTICLE VI

The death, incapacity, retirement, resignation, expulsion, bankruptcy, dissolution, or occurrence of any other event that terminates the continued membership of a member will not prevent the remaining members from continuing to operate the Company.

ARTICLE VII

The management of the Company will be vested in managers. The names and addresses of the initial managers are:

<u>Name</u>	<u>Address</u>
Michael Anderson	101 Century 21 Drive Suite 218 Jacksonville, FL 32216
Eric Wood	101 Century 21 Drive Suite 218 Jacksonville, FL 32216

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TALLAHASSEE, FLORIDA

ARTICLE VIII

The general nature of the business that will be transacted by the Company is any legally permissible activity, including motion picture production.

ARTICLE X

The name and address of the organizer and person signing these Articles of Organization are:

Name

Howard A. Caplan

Address

3900 Atlantic Blvd.
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned organizer has executed
these Articles of Organization, this 4th day of February, 2000.


Howard A. Caplan

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ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in the Articles of Organization to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

HOWARD A. CAPLAN, ATTORNEY, P. A.

 2/4/00
Howard A. Caplan Date

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