

Division of Corporations

L00000011177

Florida Department of State
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To: Division of Corporations
Fax Number : (850)922-4003

From: GAIL S. ANDRE'
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF ARTICLES OF ORGANIZATION WITH AN EFFECTIVE DATE OF TODAY, SEPTEMBER 15, 2000, AND FORWARD CERTIFICATE TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR COOPERATION. GAIL S. ANDRE'

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

HEARTWORKS STUDIOS, LLC

L-11177

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
HEARTWORKS STUDIOS, LLC**

ARTICLE I - NAME

The name of this limited liability company is HEARTWORKS STUDIOS, LLC (the "Company").

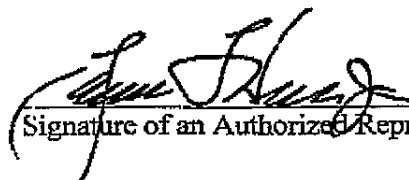
ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 3300 University Boulevard, Winter Park, Florida 32792.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 N. Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of the Company at that address is James F. Heekin.

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Signature of an Authorized Representative of a Member

James F. Heekin

Typed or Printed Name of Signer

ACCEPTANCE OF 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 this certificate, 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 as provided for in Chapter 608, Florida Statutes.



James F. Heekin