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LIMITED LIABILITY COMPANY

Spice Factory USA, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
FOR
SPICE FACTORY USA, LLC**

The undersigned being an authorized representative of a member of the limited liability company referred to herein, executes and files these Articles of Organization and states as follows:

ARTICLE I - NAME

The name of this limited liability company is SPICE FACTORY USA, LLC

ARTICLE II - DURATION

This limited liability company's duration shall be perpetual.

ARTICLE III - PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, including film and video production.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this

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capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV - PRINCIPAL OFFICE

The street address and mailing address of the principal office of this limited liability company is c/o Juan Carlos Zapata, 650 West Avenue, Suite 708, Miami Beach, Florida 33139.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of this limited liability company is Stuart J. Haft, Esq. and his street address is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

ARTICLE VI - CONTINUATION OF LIMITED LIABILITY COMPANY

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited

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liability company, the remaining members shall have the right to continue the business on the unanimous written consent of the remaining members.


ARTICLE VII - MANAGEMENT

This limited liability company shall be managed by one or more managers and it is thus a manager-managed limited liability company and the name and address of the initial manager is Juan Carlos Zapata, 650 West Avenue, Suite 708, Miami Beach, Florida 33139.

ARTICLE VIII - AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, in compliance with Florida Statutes Section 608.407(4), the undersigned authorized representative of a member of the limited liability company, executed these Articles of Organization this 11th day of October, 2000.



Stuart J. Haft, Esq., Authorized Representative
of Juan Carlos Zapata, a member.

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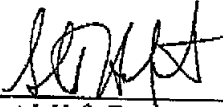
CERTIFICATE
OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is SPICE FACTORY USA, LLC
2. The name and address of the registered agent and office is:

Stuart J. Haft, Esq.
321 Royal Poinciana Plaza, South
Palm Beach, Florida 33480

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.



Stuart J. Haft, Esq.

Date: October 11, 2000

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