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LAW OFFICES OF LAWRENCE H. HABER, P.A.

Post Office Box 470171 Celebration, Florida 34747-0171

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E-Mail: larry.haber@celebration.fl.us

December 6, 2000

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-12/12/00--01008--003  
\*\*\*\*133.75 \*\*\*\*130.00

Secretary of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Kids Plus, L.L.C.  
Florida - 2000

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Organization for the above referenced limited liability company, together with a check in the amount of \$133.75 to cover the costs of organization.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything that is not in order, please call us.

Sincerely yours,



Lawrence H. Haber

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Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
KIDS PLUS, L.L.C.

FILED  
00 DEC 11 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 KIDS PLUS, 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 address of the place of business of the Company is 4501 Vineland Road, Suite 107, Orlando, Florida 32811, and the name and address of the initial registered agent of the Company is Lawrence H. Haber, Esquire, 931 Jasmine 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.

ARTICLE VII – INITIAL MEMBER

The name and address of the initial members of this limited liability company is:

Janet Ritchie  
Mind Factory, Inc.  
4501 Vineland Road, Suite 107  
Orlando, Florida 32811

Janet Ritchie  
Underdog Studios, Inc.  
4501 Vineland Road, Suite 107  
Orlando, Florida 32811

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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.

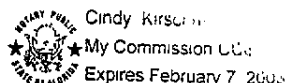
IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of December 6<sup>th</sup> 2000.

By: Lawrence H. Haber  
Lawrence H. Haber, Organizer

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 6 day of December 2000, by Lawrence H. Haber, who is personally known to me or who produced \_\_\_\_\_ as identification.

Cindy Kirschner  
Notary Public, State of Florida  
My Commission Expires: 2-7-03



**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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TALLAHASSEE, FLORIDA