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LAW OFFICES
HOFFMAN & LYONS, P.C.

JACKSON PLACE, SUITE 22
966 HUNGERFORD DRIVE
ROCKVILLE, MARYLAND 20850-1714

EMAIL: rlyons@hoffmanlyons.com

JOEL I. HOFFMAN*
RONALD E. LYONS*

*ADMITTED IN MD & DC

TELEPHONE
(301) 838-9100

TELECOPIER
(301) 838-9112

December 14, 2000

CERTIFIED, RETURN RECEIPT MAIL

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Erhart-Nelson Communications, L.L.C.
Our File No. 1710.01

To Whom It May Concern:

Enclosed please find Articles of Organization to be filed on behalf of our client, Erhart-Nelson Communications, L.L.C. I am also enclosing our check in the sum of \$100.00 to cover the filing fee associated with this matter.

Thank you for your attention to this matter. Should you have any questions regarding this, please do not hesitate to contact me.

Very truly yours,

HOFFMAN & LYONS, P.C.

Ronald E. Lyons

REL:ccr
Enclosures

FILED
01 JAN -2 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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qe



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2000

RONALD E. LYONS
966 HUNGERFORD DRIVE, SUITE 22
ROCKVILLE, MD 20850-1714

SUBJECT: ERHART-NELSON COMMUNICATIONS, L.L.C.
Ref. Number: W00000029881

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01 JAN -2 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ERHART-NELSON COMMUNICATIONS, L.L.C. and check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00064034

**ARTICLES OF ORGANIZATION
OF
ERHART-NELSON COMMUNICATIONS, L.L.C.**

The undersigned, Joseph Erhart, of 420 Arbor Circle, Celebration, FL 34747, being authorized to execute and file these Articles, hereby certifies that:

FIRST: The name of the limited liability company (hereinafter referred to as the "Company") is:

"Erhart-Nelson Communications, L.L.C."

SECOND: The latest date on which the Company is to dissolve is January 1, 2025.

THIRD: The purposes for which the Company is formed are the development, production, marketing, distribution and sale of videos for all purposes, including, but not limited to, commercial and educational videos as well as the production, marketing, distribution and syndication of television shows for cable viewing.

FOURTH: The mailing address and street address of the principal office of the Company in this State is 606 Front Street, Celebration, FL 34747.

FIFTH: The name and address of the Florida street address of registered agent of the Company are Joseph Erhart, 420 Arbor Circle, Celebration, FL 34747.

SIXTH: No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to act for the Company solely by virtue of being a member.

SEVENTH: Any operating agreement for the Company must be in writing.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 5th day of December, 2000.



Joseph Erhart

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN -2 AM 8:26

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**CONSENT OF REGISTERED AGENT FOR
ERHART-NELSON COMMUNICATIONS, INC.**

I, JOSEPH ERHART, 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, F.S.



Joseph Erhart, Registered Agent

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01 JAN -2 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
HOFFMAN & LYONS, P.C.

JACKSON PLACE, SUITE 22
966 HUNGERFORD DRIVE
ROCKVILLE, MARYLAND 20850-1714
EMAIL: rlyons@hoffmanlyons.com

JOEL I. HOFFMAN*
RONALD E. LYONS*

*ADMITTED IN MD & DC

December 29, 2000

TELEPHONE
(301) 838-9100

TELECOPIER
(301) 838-9112

FILED
JAN - 2 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Registration Section
ATTENTION: TAMMI CLINE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Erhart-Nelson Communications, L.L.C.
Our File No. 1710.01

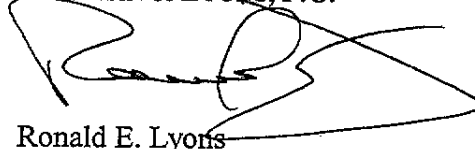
Dear Ms. Cline:

Enclosed please find our check in the sum of \$25.00 which represents the additional filing fees required for the Articles of Organization filed on behalf of our client, Erhart-Nelson Communications, L.L.C. I am also enclosing a copy of your letter dated December 21, 2000.

Thank you for your attention to this matter. Should you have any questions regarding this, please do not hesitate to contact me.

Very truly yours,

HOFFMAN & LYONS, P.C.



Ronald E. Lyons

REL:ccr
Enclosures