

Division of Corporations

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LIMITED LIABILITY COMPANY

WACKY WORLD STUDIOS, LLC

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**ARTICLES OF ORGANIZATION
OF
WACKY WORLD STUDIOS, LLC**

The undersigned, as the Manager of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: WACKY WORLD STUDIOS, LLC.

ARTICLE II

Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue for a period of fifty (50) years from the commencement date, or until dissolved by its members or manager in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
3. Unanimous written consent of all of the members.

ARTICLE III

Place of Business

The principal place of business and mailing address of this Company shall be 148 E. Douglas Road, Oldsmar, Florida 34677-2939, and such other place or places as may be designated by the Manager from time to time.

This instrument was prepared by:

A. R. Neal, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Florida Bar No. 0369152

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ARTICLE IV
Registered Agent and Office

The initial registered agent for this Company shall be Bruce Barry, and the address of the registered agent for service of process shall be 148 E. Douglas Road, Oldsmar, Florida 34677-2939.

ARTICLE V
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

ARTICLE VI
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event, which terminates the continued membership of a member in this Company.

ARTICLE VII
Management of Business

The Company shall be managed by a Board of Managers. The following individuals shall be on the Board of Managers to serve until their successors are elected and qualified:

<u>Member:</u>	<u>Address:</u>
Bruce Barry	19303 Pier Point Court Lutz, Florida 33549
Vivian Barry	19303 Pier Point Court Lutz, Florida 33549
Fred Hemmer	148 E. Douglas Road Oldsmar, Florida 34677-2939
Chad Horne	148 E. Douglas Road Oldsmar, Florida 34677-2939

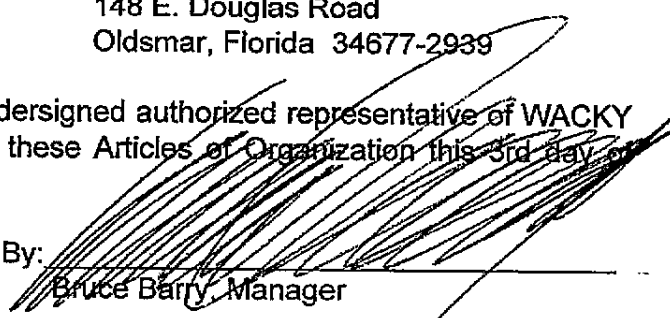
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David Nader

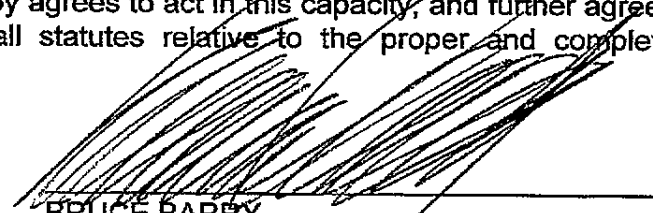
148 E. Douglas Road
Oldsmar, Florida 34677-2939

IN WITNESS WHEREOF, the undersigned authorized representative of WACKY WORLD STUDIOS, LLC has executed these Articles of Organization this 3rd day of January, 2001.

By: 
Bruce Barry, Manager

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 148 E. Douglas Road, Oldsmar, Florida 34677-2939, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.


BRUCE BARRY

Dated: January 3, 2001.

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