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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

BWFP II, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 2001

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SUBJECT: BWFP II, LLC
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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The document cannot include the word "INCORPORATOR". Please correct page 5.,

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ARTICLES OF ORGANIZATION

BWFP II, LLC

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE ONE

Name

The name of this Company shall be BWFP II, LLC.

ARTICLE TWO

Commencement and Duration of Existence

This Company shall commence its existence on February 1, 2001, subject to confirmation of the filing of these Articles of Organization with the Florida Secretary of State, Division of Corporations.

The period of this Company's duration shall be perpetual, and shall survive the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member.

The fiscal year for the first year of operation of this Company shall end on December 31, 2001, and the fiscal year of this Company in all other years of its operation shall end on the 31st day of December of each calendar year.

ARTICLE THREE

Address

The street address for the Company's principal place of business is:

625 East Colonial Drive
Orlando, Florida 32803

The mailing address for the Company is:

P.O. Box 530084
Orlando, FL 32853-0084

THESE ARTICLES PREPARED BY:
William L. Whitacre, Esquire/ Florida Bar No. 170693
1000 Universal Studios Plaza, Building 22A, Suite 247
Orlando, Florida 32819-7610

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ARTICLE FOUR
Registered Agent and Office

The name and street address of the initial Registered Agent and Office for this Company is as follows:

William L. Whitacre
1000 Universal Studios Plaza
Building 22A, Suite 247
Orlando, Florida 32819-7610

ARTICLE FIVE
Admission of Members Terms and Conditions of such Admissions

The Members of this Company shall be the Limited Partners and the General Partner of Blair Witch Film Partners, LTD, the Florida Limited Partnership. Members shall be issued a Membership Certificate, together with a Company Resolution evidencing and confirming each Member's equity participation in distributions to the Members. Additional members may be admitted only upon the approval of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

ARTICLE SIX
Right to Continue

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company, or the occurrence of any other event that terminates the continued membership of a Member of the Company, the Manager may continue the business of the Company.

Upon the termination of the continued membership of a Member, the business of the Company shall be continued for the benefit of all the remaining Members and for the benefit of any transferee, assignee, or beneficiary of the Member whose membership has terminated.

ARTICLE SEVEN
Management of the Company

Initially, one (1) Manager shall manage the business of the Company, which shall be a Manager-managed company. The initial Manager of this Company, which shall also be a Member of the Company, and which will serve until a successor is elected and qualifies, is:

Name

Address

Blair Witch Film Company
A Florida Corporation

625 East Colonial Drive
Orlando, Florida 32803

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ARTICLE EIGHT
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Title XXXVI, Florida Statutes as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company.

In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE NINE
Regulation of the Company

The power to adopt, alter, amend or repeal the Regulations of this Limited Liability Company shall be vested in the Manager of this Company.

Regulations adopted by the Manager of this Company may be repealed or altered, and new Regulations may be adopted by the Manager, in accordance with, and subject to, the Operating Agreement of this Company.

ARTICLE TEN
Informal Action of Managers

Any action of the Manager authorized to be taken by these Articles of Organization, and the Regulations adopted incident hereto may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Manager, and filed with the records of the Company.

ARTICLE ELEVEN
Contracting Debt

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

ARTICLE TWELVE
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner permitted in the Operating Agreement. Upon such transfer or assignment, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member of the Company being duly evidenced

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to the Manager of this Company the assignee, transferee, or beneficiary shall be recorded as a Member of this Company and shall be entitled to receive the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE THIRTEEN

Withdrawal or Reduction of Member's Contribution of Capital

A Member shall not receive out of the Company property any part of his or its contribution to capital until all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company is available to pay them. A Member shall be entitled to the return of his or its contribution, as well as his or its equity sharing distribution, in the manner provided in the Operating Agreement.

ARTICLE FOURTEEN

Operating Agreement

There shall be an Operating Agreement limiting the number of Members of this Company, setting forth the conditions for becoming a Member of this Company, setting forth the terms and conditions pursuant to which this Company shall be capitalized by contributions of capital and/or services of Members, and providing for the manner in which capital contributions shall be returned, as well as the manner of profit sharing between Members of this Company.

The structure, terms, and conditions of the Operating Agreement shall be approved by the Manager of this Company prior to the acceptance by this Company of any capital contribution. Upon the acceptance of any capital contribution by this Company, the structure, terms, and conditions of the Operating Agreement may not be modified except with the written consent of all Members.

The Operating Agreement of this Company shall incorporate the provisions of the Agreement of Limited Partnership of Blair Witch Film Partners, LTD in a statutory form consistent with the requirements for Operating Agreements of Limited Liability Companies set forth in Chapter 608, Title XXXVI, Florida Statutes 2000.

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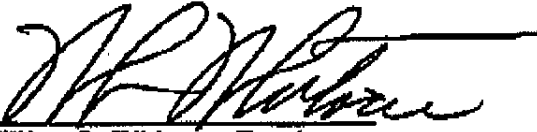
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EXECUTION OF ARTICLES OF ORGANIZATION

IN WITNESS of the foregoing Articles of Organization of this Florida Limited Liability Company, BWFP II, LLC, the undersigned Authorized Representative has hereunto set his hand and seal this the 2nd day of February, 2001.



William L. Whitacre, Esquire
Authorized Representative

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

BWFP II, LLC

Having been named as Registered Agent and to accept service of process for the Florida Limited Liability Company, BWFP II, LLC, 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.



William L. Whitacre
1000 Universal Studios Plaza
Building 22A, Suite 247
Orlando, FL USA 32819-7610
REGISTERED AGENT
BWFP II, LLC

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