

L01000002975

Law Office
of
BARRY L. MILLER
33 N. Summerlin Avenue
Orlando, Florida 32801
(407) 423-1700 FAX: (407) 425-3753

February 20, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200003758622-7
-02/20/01-01007-013
****125.00 ****125.00

Re: Filing of Fall River Productions, LLC

Dear Sir or Madam,

Enclosed please find the Articles of Organization for Fall River Productions, LLC and a check in the amount of \$125.00 for the filing fees. Please contact my office should you have any questions

Very truly yours,

Barry L. Miller
Attorney at Law

BLM:kh

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01 FEB 23 PM 5:00
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

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L01-2975
OR

ARTICLES OF ORGANIZATION

Fall River Productions

A LIMITED LIABILITY COMPANY

1. Name. The name of the limited liability company is Fall River Productions, L.L.C..

2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principle Office. The address (mailing and street address) of the registered office of the limited liability company is 33 North Summerlin Avenue, Orlando, Florida 32801.

4. Term. Term of this LLC shall be perpetual.

5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

6. Period of Duration. The period of duration shall be perpetual.

7. Management. Management of the Limited Liability Company at the time of formation shall be by manger(s) whose name(s) and address(es) are as follows:

Initial Members:

Barry L. Miller
33 N. Summerlin Ave.
Orlando, FL 32801

Kenneth Howard
33 N. Summerlin Ave.
Orlando, FL 32801

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

8. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business 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 liability company as further set forth in the Operating Agreement of the limited liability company


Barry L. Miller
Member

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

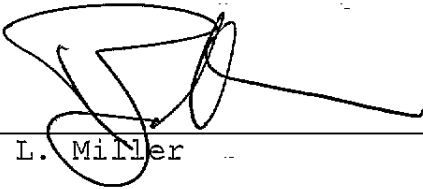
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is Fall River Productions, L.L.C.
2. Registered Office. The address of the registered office of the limited liability company is 33 North Summerlin Avenue, Orlando, Florida 32801.
3. Registered Agent. Barry L. Miller, is appointed, and by his signature below accepts appointment, to act as the Registered agent of Fall River Productions, L.L.C.

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.



Barry L. Miller

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01 FEB 23 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA