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W. EDWARD McLEOD, P.A.

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Ned McLeod and
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Harris E. Tulchin
of counsel, Los Angeles office
(admitted in CA and HI only)

May 1, 2001

Florida Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****125.00 ****125.00

Dear Department of State:

Enclosed please find Articles of Organization of University Film Projects, LLC and a check in the amount of \$125.00.

Thank you for your attention to this matter.

Sincerely,

W. EDWARD McLEOD, PA

Debbie Klutz

Debbie Klutz
Office Manager

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 9, 2001

DEBBIE KLUTZ
E. EDWARD MCLEOD, P.A.
P.O. BOX 917412
LONGWOOD, FL 32791-7412

SUBJECT: UNIVERSITY FILM PROJECTS, LLC
Ref. Number: W01000010523

We have received your document for UNIVERSITY FILM PROJECTS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 701A00027923

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF UNIVERSITY FILM PROJECTS, LLC

The undersigned, acting as organizers of UNIVERSITY FILM PROJECTS, LLC, under the Florida Limited Liability Company Act, adopt the following Articles of Organization:

I. NAME OF COMPANY

The name of the limited liability company (LLC) is UNIVERSITY FILM PROJECTS, LLC ("Company"). The office and mailing address is UNIVERSITY FILM PROJECTS, LLC c/o Ned McLeod, 284 Park Avenue North, Winter Park, FL 32789.

II. PERIOD OF DURATION

The period of duration is 30 years from the date of filing of these Articles of Organization with the Florida Secretary of State, unless the Company is sooner dissolved.

III. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act, except for the purpose of banking or insurance.

IV. REGISTERED OFFICE AND AGENT

The street address of the Company's principal office in Florida is: 284 Park Avenue North, Winter Park, FL 32789, ATTN: W. Edward McLeod, Esquire; and the mailing address of the entity is: W. Edward McLeod, Esquire, W. EDWARD McLEOD, P.A., 284 Park Avenue North, Winter Park, FL 32789.

V. MEMBERS

There are Two (2) initial and formative members: COURTYARD FILMS, INC., a Florida corporation; and DARON FORDHAM D/B/A SOUTHBOY FILMS, a Florida resident. The Members have not agreed to make any additional contributions, but may agree to do so in the future on the terms and conditions set forth in the Operating Agreement. The voting rights of the Members will be as set forth in the Operating Agreement.

VI. ADDITIONAL MEMBERS

The Members reserve the right to admit additional members subject to the terms and conditions of the Company's Operating Agreement.

VII. OPERATING AGREEMENT

The Operating Agreement of the Company will be executed by each Member of the Company and will set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

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VIII. CONTINUATION UPON WITHDRAWAL OF MEMBER

The Members will have the right to continue the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Withdrawal"), as long as there is at least one remaining Member, and the remaining Member agrees to continue the Company by unanimous written consent within 90 days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Company.

IX. LIABILITIES OF MEMBERS AND MANAGERS

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

X. MANAGERS

The Company shall be managed by Members in accordance with the Operating Agreement, and the names and business addresses of the Members acting as co-managers of the Company are maintained in the general business records of the Company on file at its principal place of business.

XI. MEMBERSHIP AND CONTRIBUTIONS

The Company maintains records and affidavits at its principal place of business setting forth the amount of capital contributions made and anticipated to be made by the Members.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on May 1st, 2001, and are made effective upon filing with the Florida Secretary of State.

COURTYARD FILMS, INC.

By: Markeith Williams
Markeith Williams, President

STATE OF FLORIDA
COUNTY OF Orange

I, a Notary Public, certify that on May 1, 2001 [date], personally appeared before me COURTYARD FILMS, INC. by and through its authorized officer, Markeith Williams, who, being by me first duly sworn, declared that he read and signed the foregoing Articles of Organization and that the statements made in the Articles are true and correct to the best of his knowledge.

IN WITNESS WHEREOF, I have set my hand and seal this 1st day of May 2001 [date].

My Commission expires: August 03, 2001 [date]

Paula D Miller
[signature]

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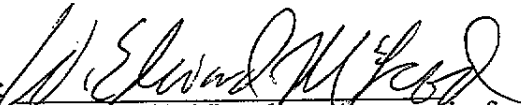
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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. The name of the limited liability company is: UNIVERSITY FILM PROJECTS, LLC
2. The name and the Florida street address of the registered agent are: W. Edward McLeod, Esquire, W. EDWARD McLEOD, P.A., 284 Park Avenue North, Winter Park, FL 32789.

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.

Signed and affirmed:



W. Edward McLeod, as attorney-in-fact
and president of W. EDWARD McLEOD, P.A.

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TALLAHASSEE, FLORIDA