

LO1000016660

August 14, 2001

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32414

EFFECTIVE DATE

10-1-01

300004557873--6

-08/27/01--01086--010

****155.00 ****155.00

RE: Corporation Registration for The Powerhouse, LLC

To whom it may concern:

Please find enclosed our check in the amount of \$155.00 to cover the following services connected with the registration of The Powerhouse, LLC as a Limited Liability Company with your office:

Filing fees	\$100.00
Certified copy	30.00
Registered agent designation	<u>25.00</u>
	<u>\$155.00</u>

If you have any questions concerning this matter please contact the undersigned. Thank you for your prompt attention to this matter.

Sincerely,



Kenneth Taht
Vice-President, Powerhouse, LLC
6355 Metrowest Blvd., Suite 290
Orlando, FL 32811

CC: Steve Johnston
Carol Lint
Noelle Stumpf

FILED
2001 SEP 27 PM 2:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 29, 2001

KENNETH TAHT
6355 METROWEST BLVD
SUITE 290
ORLANDO, FL 32811

SUBJECT: THE POWERHOUSE, LLC
Ref. Number: W01000020183

We have received your document for THE POWERHOUSE, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on August 27, 2001. Please amend your document accordingly.

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) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 701A00049268

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:
The Powerhouse, LLC

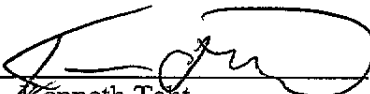
ARTICLE II – Address:

The mailing address of the principal office of the Limited Liability Company is:
**6355 Metrowest Blvd., Suite 290
Orlando, FL 32811**

ARTICLE III – Registered Agent, Registered Office & Registered Agent's Signature:

The name and Florida street address of the registered agent is:
**Kenneth Taht
6355 Metrowest Blvd., Suit 290
Orlando, FL 32835**

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 herby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statues 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.


Kenneth Taht

9-20-01
Date

ARTICLE IV – Management:

The Limited Liability Company is to be managed by the following member whose names and addresses are as follows:

**2820 Design, Inc. (11.115%)
6355 Metrowest Blvd., Suite 280
Orlando, FL 32835**

**Noelle and Chuck Stumpf (33.33%)
1337 Plaza de Sonadores
Montecito, CA 93108**

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TALLAHASSEE, FLORIDA

Convergence Film & Television, Inc. (22.225%)
6355 Metrowest Blvd., Suite 290
Orlando, FL 32835

Image Direct Marketing, Inc. (33.33%)
6409 Wellington Drive
Orlando, FL 32819

ARTICLE V – Admission of Additional Members:

The right of members to admit additional members and the terms and conditions of the admission shall be at the sole discretion of the founding members.

ARTICLE VI – Members Rights to Continue Business:

The right of the remaining member, if any, of the Limited Liability Company to continue the business on the death, retirement, resignation, bankruptcy, incapacity or dissolution by the founding members or the occurrence of any other event which terminates the continued membership of the founding members in the Limited Liability Company shall be to timely liquidate the assets of the Limited Liability Company and distribute them to the members.

ARTICLE VII – Effective Date:

The Powerhouse, LLC shall begin operations as of October 1, 2001.

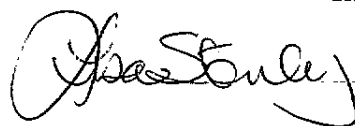
IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACT STATED HEREIN ARE TRUE.


KENNETH TAHT, VICE PRESIDENT 9-20-01
DATE

NOTARY:



OFFICIAL SEAL
Lisa Stanley
CC# 869428
My Comm. Expires 9-6-2003



9/20/01

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