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

January 30, 2002

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

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-02/01/02--01075--007
****125.00 ****125.00

Dear Department of State:

Enclosed please find Articles of Organization of GNO WORLDWIDE LLC and a check the amount of \$125.00.

Thank you for your attention to this matter.

Sincerely,

W. EDWARD McLEOD, P.A.

Debbie Klutz
Debbie Klutz, Office Manager

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF GNO WORLDWIDE LLC

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

I. NAME OF COMPANY AND ADDRESS

The name of the limited liability company (LLC) is GNO WORLDWIDE LLC ("Company"). The principal office address and mailing address is 4902 Samoa Circle, Orlando, FL 32808.

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 registered agent in Florida is: 284 Park Avenue North, Winter Park, FL 32789; and the mailing address of the agent 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, both Florida entities: TOC PRODUCTIONS INC., 4902 Samoa Circle, Orlando, FL 32808; and, SNORKEL PRODUCTIONS, INC., 800 Ocean Drive #201, Juno Beach, FL 33408. 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 Member has caused these Articles of Organization to be executed on January 30, 2002, and are made effective upon filing with the Florida Secretary of State.

TOC PRODUCTIONS, INC.

By:

Jeanie Linders, its President

STATE OF FLORIDA

COUNTY OF Orange

I, a Notary Public, certify that on January 30, 2007 [date], personally appeared before me TOC PRODUCTIONS, INC. by and through its authorized officer, Jeanie Linders, who, being by me first duly sworn, declared that she read and signed the foregoing Articles of Organization and that the statements made in the Articles are true and correct to the best of her knowledge.

IN WITNESS WHEREOF, I have set my hand and seal this January 30, 2007 [date].

My Commission expires: 6-25-05 [date]

Deborah D. Klutz
[signature]



Deborah D Klutz
My Commission DD036449
Expires June 25, 2005

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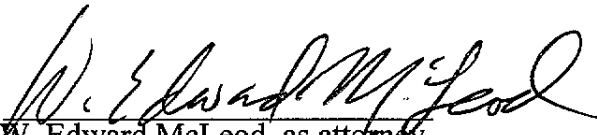
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: GNO WORLDWIDE LLC.
2. The name and the Florida street and mailing 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
and president of W. EDWARD McLEOD, P.A.

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TALLAHASSEE, FLORIDA