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WARD & WOODMAN, P.A.

ATTORNEYS AT LAW

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Please Reply To:
Orlando Office

M. Deborah Fricke
Corporate Paralegal
Direct Dial: (407) 246-8678
E-mail: dfricke@whww.com

2/18

February 15, 2002

MM

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/18/02--01036--018
****155.00 ****155.00

Re: Cell Studios, LLC

Dear Sir or Madam:

Enclosed are Articles of Organization for Cell Studios, LLC, for filing among the records of the State of Florida. Also enclosed is this law firm's check in the amount of \$155.00 in payment of the filing fee (\$100.00), Designation of Registered Agent (\$25.00), and certified copy (\$30.00). Upon completion of filing, please forward the certificate and certified copy to this office in the enclosed stamped, self-addressed envelope.

Should you have any questions regarding this matter, please do not hesitate to call me.

Sincerely,

M. Deborah Fricke

M. Deborah Fricke
Corporate Paralegal

FILED
02 FEB 18 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

yl
Enclosures

ORLANDO, FLORIDA
1500 BANK OF AMERICA CENTER
390 NORTH ORANGE AVENUE (ZIP 32801)
POST OFFICE BOX 1391 (ZIP 32802-1391)
FAX (407) 423-7014

WINTER PARK, FLORIDA
FIFTH FLOOR, BANK OF AMERICA BUILDING
250 PARK AVENUE, SOUTH (ZIP 32789)
POST OFFICE BOX 880 (ZIP 32790-0880)
FAX (407) 645-3728

**ARTICLES OF ORGANIZATION
FOR
CELL STUDIOS, LLC**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Member") acting as the organizer and as the initial member of Cell Studios, LLC ("Company"), under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is Cell Studios, LLC.

**ARTICLE II
PURPOSE AND POWERS**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial principal office and initial registered office of this Company is 4213 Long Key Lane, #1613, Winter Park, Florida 32792 and the name of the initial registered agent of this Company at that address is Christopher J. Miller.

**ARTICLE IV
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE V
MANAGEMENT**

The Company shall be managed by the members as provided in the Company's Operating Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new members as provided in the Operating Agreement of the Company.

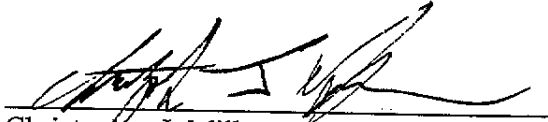
ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Unless otherwise provided in the Operating Agreement of the Company, the Company shall not be dissolved upon the death, retirement, resignation, expulsion, or bankruptcy of a member.

ARTICLE VIII
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all members of the Company.

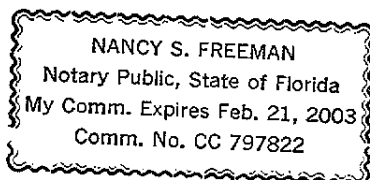
IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of the 13th day of February, 2002.

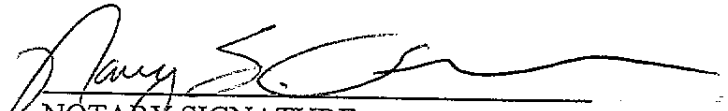


Christopher J. Miller

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13 day of February, 2002 by Christopher J. Miller, who is personally known to me or has produced Florida driver license as identification.

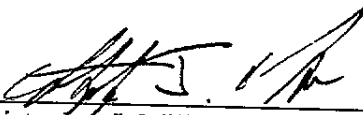




NOTARY SIGNATURE
Print Name: Nancy S. Freeman
Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 608, Fla. Stat. and accepts the appointment to serve as the initial Registered Agent of Cell Studios, LLC.



Christopher J. Miller

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