

L 02000011034
Law Offices of James M. Costello, P.L.
a Florida Professional Limited Liability Company

Phone (239) 334-8333
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2069 First Street, Suite 301 Mailing Address: Post Office Box 549
Fort Myers, Florida 33901 Fort Myers, Florida 33902-0549

April 30, 2002

Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314-6327

700005430447--5
-05/02/02--01036--004
****125.00 ****125.00

Re: EDISON FILM FESTIVAL, LLC; New Filing; Filing Fees.

Dear Section Clerk:

Please find enclosed:

L02-11034

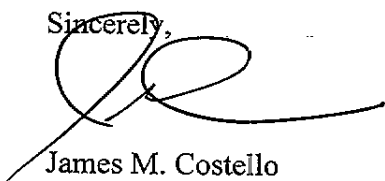
1. An original executed Articles of Organization for the above-named Florida entity;
2. A conformed copy of the Articles of Organization, as requested;
3. Check #5145 in the amount of \$125.00 to cover the Filing Fee (\$100.00), and Registered Agent Fee (\$25.00).

Please show the Filing Date as April 30, 2002 as per Article III of the Articles and Fla. Stat. §608.409(1).

Please file the Articles and return a conformed copy of them to me at the above address. If you have any questions, please call collect. I will accept the charges.

Thanks for your help and cooperation.

Sincerely,


James M. Costello

JMC/nec
Encl.

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02 MAY -1 AM 9:46
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CP
EFFECTIVE DATE
Apr. 30, 2002

**ARTICLES OF ORGANIZATION
OF
EDISON FILM FESTIVAL, LLC.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Fla. Stat. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be EDISON FILM FESTIVAL, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 10851 Bromley Lane, Fort Myers, Florida 33912.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are executed by the organizer/member. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and registered office of the company in the State of Florida is RIO D. GRALNICK, 10851 Bromley Lane, Fort Myers, Florida 33912.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in a written subscription agreement.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

EFFECTIVE DATE
April 30, 2002

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ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations or operating agreement adopted by the members for the management of the business and affairs of the company. These regulations or operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is RIO D. GRALNICK, 10851 Bromley Lane, Fort Myers, Florida 33912.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Fort Myers, Lee County, Florida this 30 day of April, 2002.


RIO D. GRALNICK, Organizer/Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of EDISON FILM FESTIVAL, LLC., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent under Florida Statutes Chapter 608.



RIO D. GRALNICK, *Registered Agent*

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