

L020000014674**Florida Department of State****Division of Corporations****Public Access System****Katherine Harris, Secretary of State****Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000151690 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
 02 JUN 12 PM 3:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 02 JUN 12 PM 3:00
 DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY**real life 101, LLC.**

Name Availability	
Document Examiner	DCC
Manager	DCC
Manager Verifier	
Supplemental	DCC
P. Verifier	DCC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

L020000014674

H02000151690

(5)

ARTICLES OF ORGANIZATION
OF
REAL LIFE 101, L.L.C.

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this Limited Liability Company is REAL LIFE 101, L.L.C. ("Company").

ARTICLE II - DURATION

The existence of this Limited Liability Company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This Limited Liability Company is organized to operate a business engaged in providing production of film and television products and the transaction of any and all lawful business.

ARTICLE IV - POWERS

This Limited Liability Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The mailing address and the street address of the principal office of the Limited Liability Company is 2000 Universal Studios Plaza, Orlando, Florida 32819 and the name and address of the initial registered agent of the Company is Lawrence H. Haber, Esquire, 606 Front Street, Celebration, Florida 34747.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company as specified in the Operating Agreement to be adopted by the members of the Company.

Lawrence H. Haber - Florida Bar Number 347868
Office Telephone 407-566-0181

FILED
02 JUN 12 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL MEMBER

The name and address of the initial members of this Limited Liability Company is:

Houston Winn
2000 Universal Studios Plaza
Orlando, Florida 32819

Paul Weinstock
2000 Universal Studios Plaza
Orlando, Florida 32819

ARTICLE VIII- ADMISSION OF MEMBERS

Additional members may be admitted from time to time as specified in the Operating Agreement to be adopted by the members of the company.

ARTICLE IX- TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may continue the business of the Company.

ARTICLE X- MANAGEMENT OF THE COMPANY

The Company shall be managed by a Managing Member, who shall serve as general manager, until and unless otherwise determined by the members of the Company as specified in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XI - ORGANIZER

The name and address of the person signing these articles is:

Lawrence H. Haber, Esquire
Post Office Box 470171
Celebration, Florida 34747-0171

ARTICLE XII - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida, the Articles of Organization or the Operating Agreement to be adopted by the members of the Company.

02 JUN 12 PM 3:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this Limited Liability Company expires; or
- b. As otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XIV - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof unless otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XV - AMENDMENT

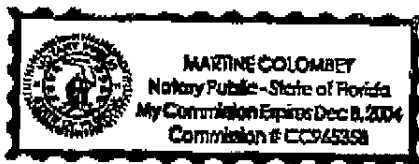
This Limited Liability Company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of June 12, 2002.

By: Lawrence H. Haber
Lawrence H. Haber,

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was sworn to and subscribed before me this 12th day of June 2002, by Lawrence H. Haber, who is personally known to me or who produced _____ as identification.



Martine Colombet
Notary Public, State of Florida
My Commission Expires: 12-08-2004

HD2000151690

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, 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.

Lawrence H. Haber

Lawrence H. Haber, Registered Agent

FILED
02 JUN 12 PM 3:26
CLERK OF DISTRICT COURT
JANUARY DE STATE
MASSACHUSETTS

HD2000151690