

LO2000025402

Tanna Kelly
National Business Incorporators, Inc.
611 S. Palm Canyon Drive
Suite 7-119
Palm Springs, CA 92264
(760) 318-2214

FILED
02 SEP 26 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: New Filings

Re: Articles of Organization for
Phun Studios LLC
(A limited liability company)

300008057103--4
-09/26/02--01056--009
***155.00 ***155.00

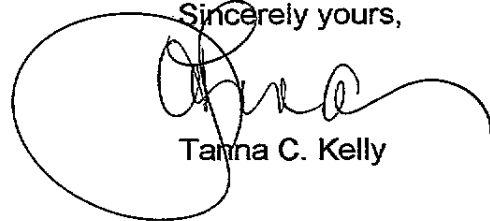
Gentlemen:

Enclosed herein please find an original and one copy of properly executed Articles of Organization and Acceptance of Resident Agent for **Phun Studios** a limited liability company, for filing. Also, enclosed is our check in the amount of \$155.00, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$100.00
Resident Agent Fee	\$ 25.00
Certified Copy Fee	<u>\$ 30.00</u>
TOTAL	\$155.00

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth above. Thank you for your courteous cooperation.

Sincerely yours,



Tanna C. Kelly

Enclosure:

Original and one copy of Articles of Incorporation
Check for Filing Fee

*Articles of Organization
for*

Phun Studios LLC
(Florida Limited Liability Company)

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The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do hereby make and execute these Articles of Organization as follows:

ARTICLE I

Name

The name of this Limited Liability Company shall be: Phun Studios LLC.

ARTICLE II

Address

The mailing address and the street address of the principal office of the Limited Liability Company are: 3324 NE 38th Street, Ft. Lauderdale, Florida 33308.

ARTICLE III

Initial Registered Office and Agent

The street address of the initial registered office of this Limited Liability Company is: 3324 NE 38th Street, Ft. Lauderdale, Florida 33308 and the name of its initial registered agent at such address is Craig D. Williams.

ARTICLE IV

Term of Existence

This Limited Liability Company shall have perpetual existence, commencing upon filing of these articles of organization with the Florida Secretary of State.

ARTICLE V

Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which Limited Liability Companies may be organized.

ARTICLE VI
Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Craig D. Williams	3324 NE 38 th Street, Ft. Lauderdale, Florida 33308
Nicoletta J. Koufos	3324 NE 38 th Street, Ft. Lauderdale, Florida 33308

ARTICLE VII
Amendment

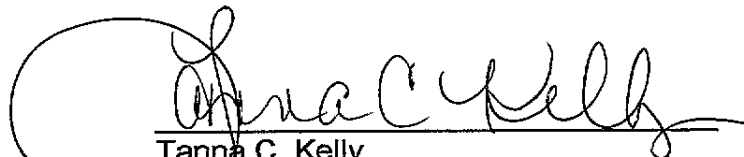
These Articles of Organization may be amended in the manner provided by law.

ARTICLE VIII
Authorized Representative

The name and address of the person signing these Articles of Organization is:

<u>Name</u>	<u>Address</u>
Tanna C. Kelly	c/o National Business Incorporators, Inc. 611 S. Palm Canyon Drive Suite 7-119 Palm Springs, CA 92264 (760) 318-2214

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization, this 23rd day of September 2002.



Tanna C. Kelly
Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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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 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 as provided for in Chapter 608, F.S.

Craig D. Williams
Craig D. Williams

Dated this 23rd day of September 2002.

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