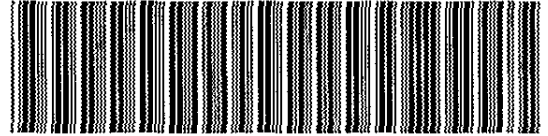


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 858887 7360499

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 125.00

ORDER DATE : December 16, 2002

ORDER TIME : 11:01 AM

ORDER NO. : 858887-001

CUSTOMER NO: 7360499

CUSTOMER: Mr. David Morales
Mr. David Morales
1172 South Dixie Highway
Suite 508
Miami, FL 33146

DOMESTIC FILING

NAME: PICANTE PICTURES LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PICANTE PICTURES LLC

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1172 SOUTH DIXIE HIGHWAY, SUITE 508, MIAMI, FLORIDA 33146

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee FL 32301

City, State, and Zip

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.

Corporation Service Company

By:

Laura R. Dunlap

Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Laura R. Dunlap

Signature of a member or an authorized representative of a member.

(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.)

LAURA R. DUNLAP

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PICANTE PICTURES LLC

MANAGING MEMBERS

DAVID MORALES

2935 CALUSA ST.
MIAMI, FL 33133

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CLERK OF STATE
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of PICANTE PICTURES LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 7th day of Dec., 2002.



Signature

DAVID MORALES

Print Name of Signer

WITNESS:

Estela R. Morales

Signature

Estela Morales

Print Name of Witness

WITNESS:



Signature

ANN OLAZABAL

Print Name of Witness