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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

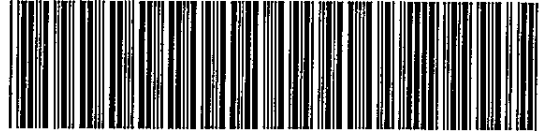
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02 DEC 27 10 00 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

December 23, 2002

Via Federal Express 8371 4610 5658
Return Federal Express 8371 0461 5614
Secretary of State
Division of Corporations
409 East Gain Street
Tallahassee, FL 32399

Re: **Organization of Reel Time Entertainment, LLC**
File Number 6-723-1

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of One Hundred Twenty-Five Dollars (\$125.00) for the filing of the enclosed Articles of Organization and Certificate of Designation of Registered Agent relating to the above referenced limited liability company. Please file the Articles and return a copy of the filed articles in the enclosed self-addressed stamped envelope. Thank you for your assistance with this matter.

Very truly yours,



Michael I. Kotler

Encl.
MIK/mek

ARTICLES OF ORGANIZATION

OF

REEL TIME ENTERTAINMENT, LLC

ARTICLE I

NAME

The name of this limited liability company is:

REEL TIME ENTERTAINMENT, LLC

ARTICLE II

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

***324 Orangetree Drive, Apt 4A
Atlantis, Florida 33462***

ARTICLE III

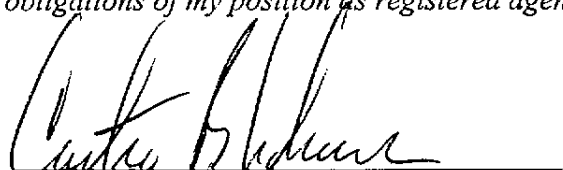
REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

***Carter Andrews
324 Orangetree Drive, Apt 4A
Atlantis, Florida 33462***

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper 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.


Carter Andrews, Registered Agent

FILED
02 DEC 24 PM 5:39
TALLAHASSEE FLORIDA

ARTICLE IV
MEMBERS AND MANAGEMENT

Check if applicable:

___The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager - managed company.

This limited liability company shall have the following members:

<u>NAME</u>	<u>ADDRESS</u>
<i>Carter Andrews</i>	<i>324 Orangetree Drive, Apt., 4-A</i>
<i>Heidi Andrews</i>	<i>324 Orangetree Drive, Apt., 4-A</i>

ARTICLE V
PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate a business which makes films.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI
CONTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

<u>NAME</u>	<u>AMOUNT</u>
<i>Carter Andrews</i>	<i>\$10,000.00</i>
<i>Heidi Andrews</i>	<i>\$10,000.00</i>

The members of the limited liability company have agreed to make the following additional contributions, which contributions, if any, shall be made upon the following terms and conditions:

None, provided that future contributions can be made as determined from time to time by the members.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of all members of the limited liability company.

ARTICLE VIII

VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

Each member's vote shall be weighted as follows:

<u>NAME</u>	<u>PERCENTAGE</u>
<i>Carter Andrews</i>	<i>50%</i>
<i>Heidi Andrews</i>	<i>50%</i>

ARTICLE IX

TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a

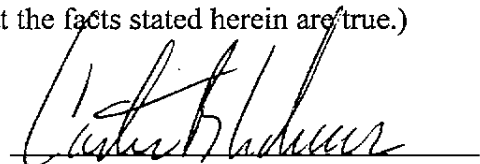
member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE X

AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

(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.)


Carter Andrews, Member