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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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LIMITED LIABILITY COMPANY

IN2itiv Films, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
IN2itiv Films, LLC

Article II. Address

The Company's street and mailing address is:

IN2itiv Films, LLC
P.O. Box 5450
Key West FL 33045

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Chris Santry
275 Golf Club Drive
Key West FL 33040 UNITED STATES

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
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Article V. Management

This will be a member-managed company. The name and address of each member is:

CHRIS SANTRY
P.O. Box 5450 Key West FL 33045
GEORGE LOVELOCK
P.O. Box 5450 Key West FL 33045

Article VI. Company Existence

The Company's existence shall begin effective as of January 31, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on January 31, 2003.



CORPORATE CREATIONS INTERNATIONAL INC.
Franco E. Cammarata Vice President
by V. Cine as attorney-in-fact

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

IN2itiv Films, LLC

REGISTERED AGENT/OFFICE:

Chris Santry
275 Golf Club Drive
Key West FL 33040
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CHRIS SANTRY
by V. Cine as attorney-in-fact

Date: January 31, 2003

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