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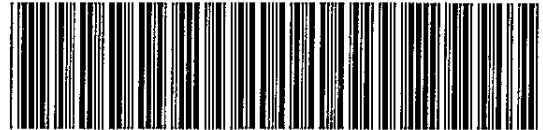
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# JOHN LEE BREWERTON, III, P.A.

## COUNSELORS AT LAW

250 NORTH ORANGE AVENUE, PENTHOUSE SUITE  
ORLANDO, FLORIDA 32801  
TELEPHONE: (407) 649-9500 FACSIMILE: (407) 843-4946  
E MAIL: BREWLAW@AOL.COM  
WEBSITE: BREWLAW.COM

February 28, 2003

### VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations, Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Abacus Pictures II, L.L.C.; Articles of Organization

Dear Sir or Madam:

Enclosed herewith please find the original executed Articles of Organization for the above-captioned company. Also enclosed is our firm's check number 4292, payable to the Florida Department of State in the amount of \$160.00.

Please file the Articles of Organization upon your receipt, and return a certified copy of record and a certificate of status to me as soon as possible in the enclosed self-addressed Federal Express envelope.

Thank you in advance for your assistance in this matter. If you have any questions, please do not hesitate to call me.

With best regards, I am

Very truly yours,

JOHN L. BREWERTON, III, P.A.

By: 

John L. Brewerton, III

JLB/dh  
Encl.

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**ARTICLES OF ORGANIZATION  
OF  
ABACUS PICTURES II, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

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**ARTICLE I  
NAME AND DURATION**

1. The name of the limited liability company is Abacus Pictures II, L.L.C. (the "Company"). The effective date upon which this Company shall come into existence shall be the date these Articles are filed by the Department of State of the State of Florida.

2. The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on April 1, 2051, unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Regulations.

**ARTICLE II  
PRINCIPAL OFFICE**

The mailing and street address of the principal office of the Company is 10 5<sup>th</sup> Street, Suite 244, St. Petersburg, Florida 33701.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801. The name of the registered agent at such address is John L. Brewerton, III, P.A.

**ARTICLE IV  
MANAGEMENT OF LIMITED LIABILITY COMPANY**

The Company is to be managed by one or more Managing Members and is, therefore, a member-managed Company.

**ARTICLE V  
PURPOSES, POWERS AND RIGHTS**

1. The nature of the business to be conducted or promoted and the purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

2. In furtherance of its purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a limited liability company by the Act.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

The voting power of the Company shall be divided into percentage interests (the "Percentage Interests") based on the relative capital contributions made by the members.

**ARTICLE VII**  
**ORGANIZER**

The address of the organizer of this Company is 250 N. Orange Avenue, Penthouse Suite, Orlando, Florida 32801. The name of the organizer at such address is John L. Brewerton, III, P.A.

**ARTICLE VIII**  
**MEMBERS**

1. The number of members of the Company shall initially be one (1), which number thereafter may be increased or decreased from time to time as provided by the Bylaws; *provided, however*, that there shall never be less than one. The initial Managing Member shall be:

1. Tracy Allan

2. Additional members may be admitted to the Company, but only in accordance with the provisions of the Company's Regulations.

**ARTICLE IX**  
**MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall have the right to continue the business of the Company on the death, bankruptcy, or dissolution of a member, or the occurrence of any other event as specified in the Regulations of the Company which results in the disassociation of a member from the Company, upon the written consent of not less than a Majority Interest (hereinafter defined) of such remaining members to continue the business of the Company.

**ARTICLE X**  
**AMENDMENT**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

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**ARTICLE XI**

**VOTING**

1. The holders of fifty-one percent (51%) or more of the then outstanding contributed and not returned capital of the Company (the "Majority Interest" of the members) entitled to vote, represented in person or by written consent, shall constitute a quorum at a meeting of members, except as otherwise prescribed by law.

2. Each member attending a meeting shall vote his, her or its entire Percentage Interest or abstain as to any given issue. Notwithstanding the foregoing, any member abstaining from voting on a given issue will be deemed to have voted his, her or its Percentage Interest in the same manner and in the same proportions as the members not abstaining on the issue. Any member having a personal stake, other than the economic stake inuring to the member solely as a result of holding his, her or its Percentage Interest, in the outcome of an issue, shall abstain from voting on the issue unless all members have such a personal stake.

**ARTICLE XII**

**RULES AND REGULATIONS**

The power to adopt, amend or repeal Rules and Regulations for the management of this Company shall be vested in the Managing Members.

**ARTICLE XIII**

**INDEMNIFICATION**

The Company shall indemnify any organizer, manager or member, or any former organizer, manager or member, to the full extent permitted by applicable law.

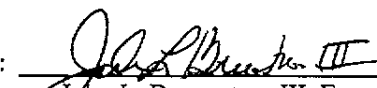
The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, does make, file and record these Articles of Organization, and does certify that the facts herein stated are true, and has accordingly hereunto set his hand and seal.

Dated at Orlando, Orange County, Florida, this 24<sup>th</sup> day of February, 2003.

**ORGANIZER:**

JOHN L. BREWERTON, III, P.A.

By: \_\_\_\_\_

  
John L. Brewerton, III, Esq.  
Florida Bar No.: 0939900

**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Limited Liability Company Act, the following is submitted, in compliance with said statute:

That ABACUS PICTURES II, L.L.C., a Florida limited liability company, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Organization in the City of Orlando, County of Orange, State of Florida, has named JOHN L. BREWERTON, III, P.A. located at 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT:**

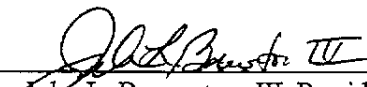
Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, the appointment is hereby accepted and the undersigned, on behalf of the entity so designated, agrees that the entity shall act in that capacity. The undersigned, on behalf of the entity so designated, agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and that said entity is familiar with and accepts the obligations of its position as registered agent.

**REGISTERED AGENT:**

JOHN L. BREWERTON, III, P.A.

DATED: 2/24/03

By: \_\_\_\_\_

  
John L. Brewerton, III, President