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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 13 2003

W. Edward McLeod, P.A.

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Ned McLeod
Counselor & Attorney at Law
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Albert L. Kelley
of counsel, Key West office

Harris E. Tulchin
of counsel, Los Angeles office
(admitted in CA and HI only)

May 5, 2003

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Incorporation of ILLUCID PRODUCTIONS LLC.

Corporate Registrar:

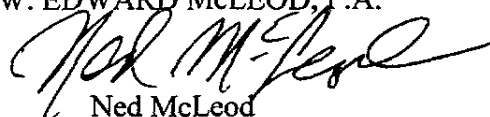
Enclosed please find the following documents in connection with the organization of ILLUCID PRODUCTIONS LLC.

1. The Articles of Organization including the Acceptance by the Registered Agent, and a copy for certification; and

2. A check in the amount of \$125.00 to cover the following items: (a) \$100.00 for filing fee; (b) \$25.00 for designation of Registered Agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please contact my office directly at the above address..

Sincerely,
W. EDWARD McLEOD, P.A.


Ned McLeod

Enclosures

ARTICLES OF ORGANIZATION OF ILLUCID PRODUCTIONS LLC

The undersigned, acting as organizers of ILLUCID PRODUCTIONS LLC, under the Florida Limited Liability Company Act, adopt the following Articles of Organization:

I. NAME AND ADDRESS OF COMPANY

The name of the limited liability company (LLC) is ILLUCID PRODUCTIONS LLC (Company). The Company's principal place of business in Florida is 2545 Corbyton Court, Orlando, FL 32828, which is also the mailing address.

II. PERIOD OF DURATION

The period of duration is 30 years from the date of filing of these Articles of Organization with the Florida Secretary of State, unless the Company is sooner dissolved.

III. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act, except for the purpose of banking or insurance.

IV. REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent in Orange County, Florida is: W. EDWARD McLEOD, P.A., 284 Park Avenue No., Winter Park, FL 32789.

V. MEMBERS

The Company maintains records and affidavits at its principal place of business setting forth the amount of capital contributions made and anticipated to be made by the Members. The voting rights of the Members will be as set forth in the Operating Agreement.

VI. OPERATING AGREEMENT

The Operating Agreement of the Company will be executed by each member of the Company and will set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

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VII. LIABILITIES OF MEMBERS AND MANAGERS

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

VIII. MANAGER OPERATED

The name and business address of the initial manager is: RUSS LAFRENIERE, at 2545 Corbyton Court, Orlando, FL 32828. The manager may be removed and replaced by the Members, as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on May 5, 2003.

By: 
RUSS LAFRENIERE, managing member

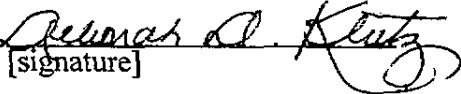
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

I, a Notary Public, certify that on May , 2003, personally appeared before me RUSS LAFRENIERE, managing member of ILLUCID PRODUCTIONS LLC, who, being by me first duly sworn, declared that he read and signed the foregoing Articles of Organization and that the statements made in the Articles are true and correct to the best of his knowledge.

IN WITNESS WHEREOF, I have set my hand and seal this May 5, 2003.

My Commission expires: June 25, 2003 [date]


[signature]



Deborah D Klutz
My Commission DD036449
Expires June 25, 2005

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND OFFICE

Having been named as the 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 agreed 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 the Chapter 608, F.S.

W. EDWARD McLEOD, P.A.
284 Park Avenue No.
Winter Park, FL 32789

By: W. Edward McLeod, President

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