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Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305)634-3694
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LIMITED LIABILITY COMPANY

TIMOTHY'S CAROL, LLC

EFFECTIVE DATE
7-23-03

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ARTICLES OF ORGANIZATION

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TIMOTHY'S CAROL, LLC

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE ONE

Name

The name of this company shall be TIMOTHY'S CAROL, LLC.

ARTICLE TWO

Commencement and Duration of Existence

EFFECTIVE DATE
7-22-03

This company shall commence its existence on July 22, 2003, subject to confirmation of the filing of these Articles of Organization with the Florida Secretary of State, Division of Corporations.

The period of this company's duration shall be perpetual, and shall survive the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member.

The fiscal year for the first year of operation of this company shall end on December 31, 2003, and the fiscal year of this company in all other years of its operation shall end on the 31st day of December of each calendar year.

ARTICLE THREE

Address

The street address and mailing address for the principal place of business of the company is:

1000 Universal Studios Plaza
Bldg. 22A, Suite 138
Orlando, FL 32819

THESE ARTICLES PREPARED BY:
Scott M. Goldberg, Esquire/Florida Bar No. 100005
1000 Universal Studios Plaza, Building 22A, Suite 247
Orlando, Florida 32819-7610

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ARTICLE FOUR
Registered Agent and Office

The name and street address of the initial Registered Agent and Office for this company is as follows:

Paul Sirmons
1000 Universal Studios Plaza
Bldg. 22A, Suite 138
Orlando, Florida 32819

ARTICLE FIVE
Admission of Additional Members; Terms and Conditions of Such Admissions

Additional Members shall be admitted only upon the approval and consent of the Managers of the Company, and the execution by such new Member of a Subscription Agreement for purchase of an equity interest in the motion picture "TIMOTHY'S CAROL," and the execution of the Operating Agreement of this Company.

ARTICLE SIX
Right to Continue

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member of the Company, or the occurrence of any other event that terminates the continued membership of a Member of the Company, the Managers may continue the business of the Company.

Upon the termination of the continued membership of a Member, the business of the Company shall be continued for the benefit of all the remaining Members and for the benefit of any transferee, assignee, or beneficiary of the Member whose membership has terminated.

ARTICLE SEVEN
Management of the Company

Initially, four (4) Managers shall manage the business of the Company, which shall be a manager-managed company. The initial Managers of this Company, who shall also be Members of the Company, and who are to serve perpetually until they withdraw or are removed under the terms of the Operating Agreement, or their successors are elected and qualify, are:

Name
Paul Sirmons

Address
1000 Universal Studios Plaza
Bldg. 22A, Suite 138
Orlando, FL 32819

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Nelson Betancourt

1000 Universal Studios Plaza
Bldg. 22A, Suite 138
Orlando, FL 32819

Alan Lilly

1000 Universal Studios Plaza
Bldg. 22A, Suite 138
Orlando, FL 32819

Byrd White

1000 Universal Studios Plaza
Bldg. 22A, Suite 138
Orlando, FL 32819

ARTICLE EIGHT

Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, and shall be signed and sworn to by all Managers of the Company.

In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE NINE

Regulation of the Company

The power to adopt, alter, amend or repeal the Regulations of this limited liability company shall be vested in the Managers of this Company. Regulations adopted by the Managers of this Company may be repealed or altered, and the Managers may adopt new Regulations.

ARTICLE TEN

Informal Action of Managers

Any action of the Managers authorized to be taken by these Articles of Organization, and the Operating Agreement adopted incident hereto, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Managers, and filed with the records of the Company.

STATEMENT OF WORK
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ARTICLE ELEVEN
Contracting Debt

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by, or on behalf of, this Company except by the Managers.

ARTICLE TWELVE
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner permitted in the Operating Agreement. Upon such transfer or assignment, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company, or the occurrence of any other event which terminates the continued membership of a Member of the Company, being duly evidenced to the Managers of this Company, the assignee, transferee, or beneficiary shall be recorded as a Member of this Company and shall be entitled to receive the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE THIRTEEN
Withdrawal or Reduction of Member's Contribution of Capital

A Member shall not receive out of the Company's property any part of his, her or its contribution to capital until all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company is available to pay them. A Member shall be entitled to the return of his or its contribution only from distributions of gross proceeds of the Company, and to his or its equity sharing distributions, in the manner provided for in the Operating Agreement.

ARTICLE FOURTEEN
Operating Agreement

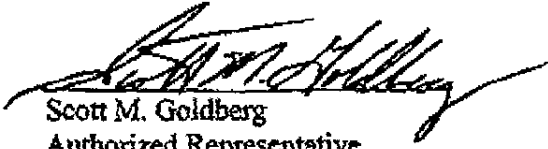
There shall be an Operating Agreement limiting the number of Members of this Company, setting forth the conditions for becoming a Member of this Company, setting forth the terms and conditions pursuant to which this Company shall be capitalized by contributions of capital and/or services of Members, and providing for the manner in which capital contributions shall be returned, as well as the manner of profit sharing between Members of this Company. The structure, terms, and conditions of the Operating Agreement shall be approved by the Managers of this Company prior to the acceptance by this Company of any capital contribution. Upon the acceptance of any capital contribution by this Company, the structure, terms, and conditions of the

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CLERK OF DISTRICT COURT

Operating Agreement may not be modified except with the written consent of all Managers.

EXECUTION OF ARTICLES OF ORGANIZATION

IN WITNESS of the foregoing Articles of Organization of this Florida limited liability company, TIMOTHY'S CAROL, LLC, the undersigned Authorized Representative, has hereunto set his hand and seal this the 22nd day of July, 2003.


Scott M. Goldberg
Authorized Representative

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

TIMOTHY'S CAROL, LLC

Having been named as Registered Agent and to accept service of process for the Florida Limited Liability Company TIMOTHY'S CAROL, LLC, 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.



Paul Simons
1000 Universal Studios Plaza
Bldg. 22A, Suite 138
Orlando, Florida 32819

REGISTERED AGENT
TIMOTHY'S CAROL, LLC

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TALLAHASSEE FLORIDA

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