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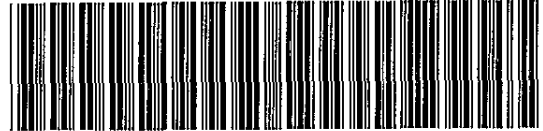
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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 207093 7292882

AUTHORIZATION :

COST LIMIT : \$ 125.00

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TALLAHASSEE
FLORIDA

ORDER DATE : August 15, 2003

ORDER TIME : 12:17 PM

ORDER NO. : 207093-005

CUSTOMER NO: 7292882

CUSTOMER: Suzette Ashby, Legal Assistant
Delancyhill, P.a.

Suite 2680
200 South Biscayne Blvd.
Miami, FL 33131

DOMESTIC FILING

NAME: SMARTEL PICTURES, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
SMARTEL PICTURES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be SMARTEL PICTURES, LLC (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be 10602 S.W. 137TH Place, Miami, Florida 33186.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Marlon A. Hill, Esq., 200 S. Biscayne Blvd., Suite 2680, Miami, FL 33131.

ARTICLE VI. MANAGEMENT

The Company shall be managed by members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

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**ARTICLE VII.
MEMBERS**

The initial members of the Company shall be as follows:


<u>Name</u>	<u>Address</u>
Telio Deetjen	10602 S.W. 137 th Place Miami, FL 33186
Mireille Deetjen	10602 S.W. 137 th Place Miami, FL 33186
Richard Deetjen	10602 S.W. 137 th Place Miami, FL 33186
Alexandra Deetjen	10602 S.W. 137 th Place Miami, FL 33186

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ARTICLE VIII. AMENDMENT

The Articles may be amended only by the majority consent of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 14th day of August, 2003.



Marlon A. Hill
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of SMARTEL PICTURES, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.



Marlon A. Hill, Esq.
Registered Agent

Dated: August 14, 2003

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