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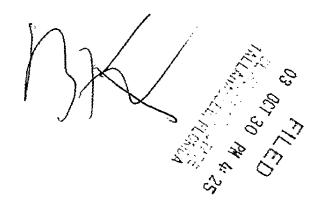
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AUTHORIZATION

COST LIMIT :

ORDER DATE: October 29, 2003

ORDER TIME : 11:24 AM

ORDER NO. : 301070-005

CUSTOMER NO: 7158608

CUSTOMER: Ian Stratford, Esq.

Spinak & Gray

Floor Fifth

476 Broome Street New York, NY 10013

DOMESTIC FILING

NAME:

VAPOR TRAIL PRODUCTIONS, LLC

EFFECTIVE DATE: ...

	ARTICLES OF	INCORPORATION
	CERTIFICATE	OF LIMITED PARTNERSHIP
XX	ARTICLES OF	ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

OS BLOOM ET

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1 - Name: Vapor Trail Productions, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company

Principal Office Address: 798 Crandon Blvd., #39 Key Biscayne, FL 33149

Mailing Address: 798 Crandon Blvd., #39 Key Biscayne, FL 33149

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Fiorida street address of the registered agent is:

Samantha Abrahmsohn 798 Crandou Blvd., #39 Key Biscayne, FL 33149

Having been named as 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 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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

ARTICLE IV - Manager(s) or Managing Momber(s): The name and address of each Manager or Managing Member is as follows:

Tide: MGR

Name and Address: Samantha Abrahmsohn 798 Crandon Blvd., #39 Key Biscayne, FL 33149

REQUIRED SIGNATURE;

Signature of a member or an authorized representative of a member

(In accordance with acction 608.408(1). Florida Statutes, the execution of this discussion operations on attraction under the penalties of perjury that the faces mutad become one two.)

Typed or Printed Name of Signee

Timica Pante of Signee