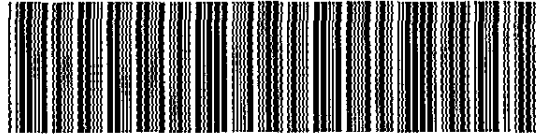


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Smith Henry McGuire & Assoc  
4521 Hollywood Blvd.  
Hollywood, FL 32399



900024328069

(City/State/Zip/Phone #)

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J. BRYAN NOV 5 2003

**ARTICLES OF ORGANIZATION**  
**OF**  
**BAREFOOT ATLAS, LLC.**

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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes for the purpose of forming a limited liability company, under the laws of the State of Florida, do hereby set forth the following:

**ARTICLE I NAME**

The name of the limited liability company is: **BAREFOOT ATLAS, L.L.C.**

**ARTICLE II**  
**PERIOD OF DURATION**

The period of duration of the limited liability company shall be from the of filing  
These Articles of Organization until the dissolution of the limited liability company  
Pursuant to provision of the Florida Limited Liability Company Act.

**ARTICLE III**  
**PURPOSE**

The purpose for which the limited liability company is organized is to engage in  
production distribution, sales, advertising and promotion of filmed material in any  
format, and any and all other business and activities permitted by the laws of the State of  
Florida. The limited liability company shall have all of the powers vested in a limited  
liability company organized and existing by virtue of such laws.

**ARTICLE IV**  
**ADDRESS OF PLACE OF BUSINESS**

The mailing address, and the place of business in Florida is 3245 NE 184 Street  
Aventura, Florida 33160.

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**ARTICLE V**  
**REGISTERED AGENT**

The name and address of the initial registered agent in Florida of the limited Liability Company is Smith Henry McGuire & Assoc., Inc. **4521 Hollywood blvd. Hollywood, Florida 33021.**

**ARTICLE VI**  
**ADDITIONAL CONTRIBUTIONS**

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events happening of which, that shall be made are as follows:  
No total additional contributions have been agreed to at the date of filing these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the limited liability company, and in accord with Chapter 608 Florida Statutes.

**ARTICLE VII**  
**MEMBERS**

The initial members of the Organization are:

<b>JOHN W. ROBINSON</b>	<b>50%</b>
<b>SILK KIESEWETTER</b>	<b>50%</b>

Members may admit additional members upon unanimous agreement of the then existing members.

**ARTICLE VIII**  
**CONTINUITY OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the liability company shall

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not be continued and the limited liability company shall be dissolved unless there is obtained the consent of all the remaining members of the limited liability company.

**ARTICLE VIII**  
**CONTINUITY OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited company, the business of the limited liability company shall not be continued and the limited liability company shall be dissolve unless there is obtained the consent of all the remaining members of the limited liability company.

**ARTICLE IX MANAGEMENT**

The limited liability company is to be managed by its managers. The name and address of the initial managers of the limited liability company are as follows:

**NAME:**

**ADDRESS:**

**JOHN W. ROBINSON**

**3245 NE 184 Street  
Aventure, Florida 33160**

**SILK KIESEWETTER**

**3245 NE 184 Street  
Aventure, Florida 33160**

The initial managers shall serve until their successor is elected and qualifies

**I AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES AND  
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID  
CORPORATION.**

**EXECUTED at** Hollywood **,Florida, on** Sept. 26, 2003,  
**2003.**

  
**Megan McGuire**

**STATE OF FLORIDA  
COUNTY OF BROWARD**

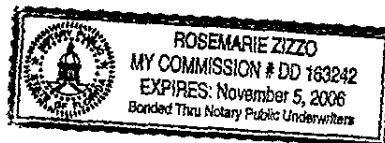
The foregoing Articles of Organization were acknowledge before me on  
September 26, 2003, by Megan McGuire as Registered Agent of Barefoot  
Atlas, LLC., a Limited Liability Company to be formed, who is personally known  
to me or who has produced his or hers N/A as identification  
and who did take an oath. Known to me

**NOTARY PUBLIC:**

Sign

Print:

**My Commission Expires:**



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**WAIVER OF NOTICE OF ORGANIZATION MEETING OF MEMBERS**

**OF**

**BAREFOOT ATLES, L. L. C.**

We, the undersigned, being all the Members of **BAREFOOT ATLES, L.L.C.**, limited liability company, hereby waive all notice of the organizational meeting of Members of the said company, and do hereby agree and consent that the 22 day of September, 2003, 10:00 a.m., be and the same is hereby fixed as the time and the office of the company at 3245 NE 184 Street Aventura, Florida, as the place for holding the same; and that all such business may be transacted as may lawfully come before said meeting.

**DATED: September 22, 2003**

*John Robinson*  
**Member**

\_\_\_\_\_  
**Member**

\_\_\_\_\_  
**Member**

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