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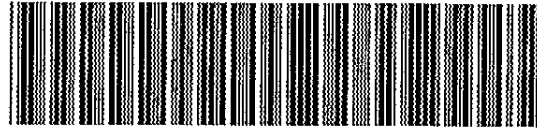
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REPLY TO:

MILLICENT B. ATHANASON, ESQ.
7262 STATE ROAD 54
NEW PORT RICHEY, FL 34653-6124
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4131-5TH AVENUE NORTH
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TOLL FREE: 866-322-1786

January 27, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: LOOSE MOOSE PRODUCTIONS, L.L.C.

Dear Sir:

Please find enclosed herewith the original and one copy of the Articles of Organization of **Loose Moose Productions, L.L.C.**, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is my check in the amount of \$78.75 to cover the following:

1. \$100.00 - Filing of Articles of Organization
2. \$ 25.00 - Designation of Registered Agent.

Kindly stamp the enclosed articles and return them to my office in the self-addressed stamped envelope provided.

If you should have any questions, please feel free to contact my office.

Very truly yours,

MILLICENT B. ATHANASON

MBA:dls
Enclosure

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ARTICLES OF ORGANIZATION
OF
LOOSE MOOSE PRODUCTIONS, L.L.C.

ARTICLE I - NAME

The name of this limited liability company is **LOOSE MOOSE PRODUCTIONS, L.L.C.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of the limited liability company will be at: **6265 Sun Blvd., Unit 211, St. Petersburg, FL 33715** and the mailing address for the limited liability company shall be the same.

ARTICLE III - DURATION

This limited liability company shall have perpetual existence.

ARTICLE IV - PURPOSES

This limited liability company is organized to include the transaction of any and all lawful business for which limited liability companies may be organized under Florida Statutes and the laws of the State of Florida as may be amended from time to time. This limited liability company may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE V - INITIAL MEMBERSHIP INTEREST

Each of the members, unless provided otherwise in the operating agreement, shall share equally in the profits and losses of this limited liability company, shall have equal rights to receive distributions of the limited liability company's assets, equal voting rights, equal voting rights and equal of all other rights conveyed by the operating agreement.

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ARTICLE VI - NON-ASSIGNABILITY OF MEMBER'S INTEREST

Unless agreed upon by the members, no interest in this limited liability company is assignable in whole or in part except as otherwise provided in the operating agreement.

ARTICLE VII- PREEMPTIVE RIGHTS

Every member, upon the sale for cash of any new interests of this limited liability company shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional interests) at the price at which it is offered to other members.

ARTICLE VIII - INITIAL MEMBERS

This limited liability company shall have two (2) member(s) initially. The number of members may be either increased or diminished from time to time by the existing members and/or operating agreement shall never be less than one (1). The names and addresses of the initial members of this limited liability company are:

<u>Name</u>	<u>Address</u>
Michael P. Milhoan	6265 Sun Blvd., Unit 211 St. Petersburg, FL 33715
Sandra N. Milhoan	6265 Sun Blvd., Unit 211 St. Petersburg, FL 33715

This limited liability company shall be a member-managed company.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The mailing and street address of the initial registered office of this limited liability company is 6265 Sun Blvd., Unit 211, St. Petersburg, FL 33715 and the name of the initial registered agent of this limited liability company at that address is SANDRA N. MILHOAN.

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ARTICLE X - AUTHORIZED REPRESENTATIVE

The names and addresses of the persons signing these Articles are: **SANDRA N. MILHOAN**, 6265 Sun Blvd., Unit 211, St. Petersburg, FL 33715. Michael P. Milhoan is an authorized representative of this limited liability company.

ARTICLE XI - INDEMNIFICATION

The limited liability company shall indemnify any member or authorized representative to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the members is subject to this reservation.

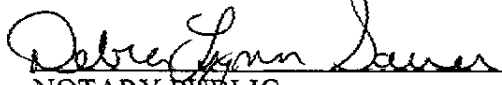
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Organization this 26 day of January, 2004.


SANDRA N. MILHOAN
AUTHORIZED REPRESENTATIVE

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STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 26 day of January, 2004 by **SANDRA N. MILHOAN**, who is personally known to me or who has produced a driver's license or a non-driver's I.D. issued by a state of the United States as identification and who took an oath.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



Debra Lynn Sauer
MY COMMISSION # CC997682 EXPIRES
May 31, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET
ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Florida Statute 608.415, **LOOSE MOOSE PRODUCTIONS, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **SANDRA N. MILHOAN**, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as Registered Agent to accept service of process for the above named limited liability company, at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(3) relative to maintaining an office for the service of process.


SANDRA N. MILHOAN

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