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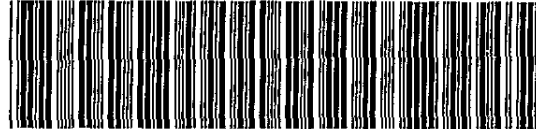
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DIVISION OF CORPORATIONS
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Mateer Harbert

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DIRECT LINE
(407) 418-1313 Ext. 115

March 24, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Kalanipono Productions, LLC

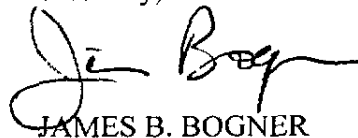
Dear Sir or Madam:

I am enclosing this firm's check in the amount of \$133.75 which represents your fee for filing the enclosed Articles of Organization, and your fee for a certified copy of the Articles of Organization.

I am also enclosing the original and a copy of the Articles of Organization and the Acceptance of Designation as Registered Agent. Please provide me with a certified copy of the same.

Your assistance in this matter is appreciated.

Sincerely,


JAMES B. BOGNER

JBB:pg
Enclosures
Copy to: Kenani Sierra
Mike McDowell

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**ARTICLES OF ORGANIZATION
OF
KALANIPONO PRODUCTIONS, LLC
(A Florida Limited Liability Company)**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

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

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 284 Dublin Drive, Lake Mary, Florida 32746.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is James B. Bogner, 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be set forth in the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the Members in accordance with the Operating Agreement. This Operating Agreement may contain any provisions for the regulation and

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management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial managing members of the Company is:

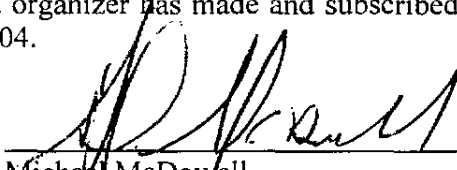
Michael McDowell
5281 Banana Avenue
Cocoa, Florida 32926

Kanani Sierra
284 Dublin Drive
Lake Mary, Florida 32746

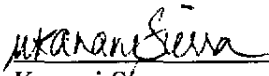
ARTICLE VIII - RETURN OF CAPITAL

No member may demand return of capital contributions except as may be provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization this 16 day of March, 2004.



Michael McDowell
5281 Banana Avenue
Cocoa, Florida 32926



Kanani Sierra
284 Dublin Drive
Lake Mary, Florida 32746

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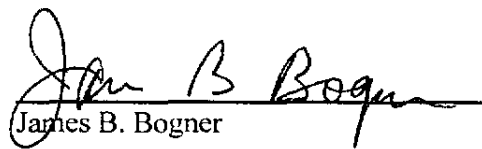
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted in compliance with said Act:

That KANANIPONO PRODUCTIONS, LLC is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization at 284 Dublin Drive , Seminole County, State of Florida, has named James B. Bogner as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I am familiar with and accept the obligations of registered agent and agree to act in this capacity, and agree to comply with the provisions of said Act.


James B. Bogner

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