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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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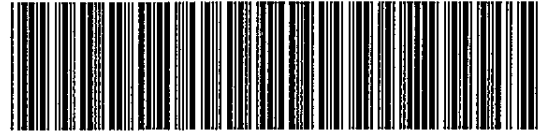
(Business Entity Name)

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TALLAHASSEE, FLORIDA

7/28/04
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 13TH HOUR PRODUCTIONS
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALEXANDER H. GILMOUR IV
(Name of Person)

13TH HOUR PRODUCTIONS
(Firm/Company)

2901 N. KINYON AVE.
(Address)

TAMPA, FL 33602
(City/State and Zip Code)

For further information concerning this matter, please call:

ALEX GILMOUR at (813) 300-7944
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

13TH HOUR PRODUCTIONS LLC

ARTICLE II - Address:

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

Principal Office Address:

2901 N. KINYON AVE
TAMPA, FL 33602

Mailing Address:

2901 N. KINYON AVE.
TAMPA, FL 33602

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

The name and the Florida street address of the registered agent are:

ALEXANDER H. GILMOUR
Name

2901 N. KINYON AVE.
Florida street address (P.O. Box NOT acceptable)

TAMPA FLORIDA 33602
City, State, and Zip

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TALLAHASSEE, FLORIDA

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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 the 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, Florida Statutes..

Alexander H. Gilmour
Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

ALEXANDER H. GILMOUR
2901 N. KINYON AVE.
TAMPA, FL 33602

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Alexander H. Gilmour
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ALEXANDER H. GILMOUR
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)