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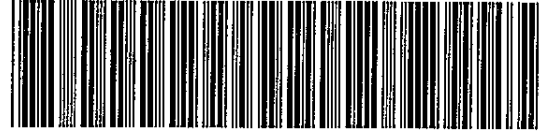
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04 SEP 27 AM 8:34

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: STARZ MODEL & TALENT STUDIO, L.L.C.
(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:

H. JAMES LENTZ, ESQUIRE
(Name of Person)

LENTZ & ASSOCIATES, P.A.
(Firm/Company)

35095 U S 19 NORTH, SUITE 101
(Address)

PALM HARBOR, FLORIDA 34684
(City/State and Zip Code)

For further information concerning this matter, please call:

WALTER H. SWEENEY at (727) 787-8700
(Name of Person) (Area Code & Daytime Telephone Number)

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:

STARZ MODEL & TALENT STUDIO, L.L.C.

ARTICLE II - Address:

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

Principal Office Address:

916 McMULLEN BOOTH ROAD

CLEARWATER, FLORIDA 33759

Mailing Address:

916 McMULLEN BOOTH ROAD

CLEARWATER, FLORIDA 33759

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

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

WILLIAM BAKER

Name

3205 MONTROSE CIRCLE

Florida street address (P.O. Box **NOT** acceptable)

PALM HARBOR, FLORIDA 34684

City, State, and Zip

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

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..



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

WILLIAM BAKER

3205 MONTROSE CIRCLE

PALM HARBOR, FL 34684

MGRM

GEORGE MITSIS

2452 ENTERPRISE ROAD, APT. 2014

CLEARWATER, FLORIDA 33763

MGRM

PATTY GLADDING

1317 DUNN SWAMP ROAD

POCOMOCE, MD 21851

(Use attachment if necessary)

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

REQUIRED SIGNATURE:


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.)

WILLIAM BAKER

Typed or printed name of signee

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)