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LIMITED LIABILITY COMPANY

light box studio llc

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ARTICLES OF ORGANIZATION
OF
LIGHT BOX STUDIO LLC,
a Florida limited liability company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization:

ARTICLE I. NAME

The name of the Company is: **LIGHT BOX STUDIO LLC,**
a Florida limited liability company

The street address of the principal office of the Company and the mailing address of the Company are:

6380 NE 4th Avenue, Miami, FL 33138

ARTICLE II. DURATION

The Company shall commence its existence on the date of filing of Articles of Organization with the Department of State of the State of Florida and the duration of the Company is perpetual.

ARTICLE III. PURPOSES

The general purposes for which the Company is organized are;

1. To transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is:

6380 NE 4th Avenue, Miami, FL 33138

The name of its initial registered agent at such address is:

PABLO ALFARO

ARTICLE V. INITIAL MEMBER & ADMISSION OF ADDITIONAL MEMBERS

1. The initial and sole member is: **PABLO ALFARO**
3325 Pinetree Drive, Miami Beach, FL 33140

2. No members in addition to the ONE (1) hereinabove specified shall be admitted to the Company, except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

ARTICLE VI. TERMINATION OF EXISTENCE

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company.

ARTICLE VII. MANAGEMENT

1. The management of the Company shall be reserved by its members, subject to, and in accordance with, the operating agreement adopted by, and any written agreement entered into by, the members for the management of the business affairs of the Company.
2. The initial designated manager is: **PABLO ALFARO**
3325 Pinetree Drive, Miami Beach, FL 33140

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ARTICLE VIII VOTING

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, with respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

ARTICLE IX. OPERATING AGREEMENT

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, the members may from time to time, by unanimous vote, adopt, alter, amend or repeal the operating agreement of the Company

Executed by the undersigned, as the authorized representative of the members, this 9 day of DECEMBER, 2004.

By: [Signature]
PABLO ALFARO
3325 Pinetree Drive, Miami Beach, FL 33133

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

[Signature]
Registered Agent Signature
PABLO ALFARO
December 9th, 2004

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