

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000004660
FILED 8:00 AM
January 14, 2005
Sec. Of State
Irrivers

Article I

The name of the Limited Liability Company is:
TALMADGE FILM PRODUCTIONS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
804 WHITE ST.
KEY WEST, FL. US 33040

The mailing address of the Limited Liability Company is:
926 TRUMAN AVE.
KEY WEST, FL. US 33040

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
ALBERT L KELLEY
926 TRUMAN AVE.
KEY WEST, FL. 33040

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.

Registered Agent Signature: ALBERT L. KELLEY

Article V

The name and address of managing members/managers are:

Title: MGRM
TALMADGE HEYWARD
1100 SOUTH ST.
KEY WEST, FL. 33040 US

Title: MGRM
SHIRREL RHOADES
914 GRINNEL ST.
KEY WEST, FL. 33040 US

Title: MGRM
SCOTT SEITZ
307 SEVENTH AVENUE, SUITE 2107
NEW YORK, NY. 10001 US

Title: MGRM
ALBERT KELLEY
926 TRUMAN AVE.
KEY WEST, FL. 33040 US

Signature of member or an authorized representative of a member

Signature: ALBERT L. KELLEY

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