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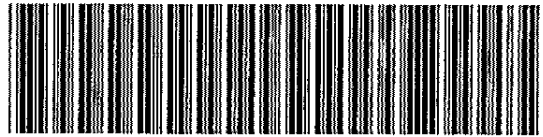
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 24, 2005

RICHARD BARON
501 NORTHEAST 1ST AVENUE, SUITE 201
MIAMI, FL 33132

SUBJECT: A GIRL THING PRODUCTIONS, LLC
Ref. Number: W05000003547

We have received your document for A GIRL THING PRODUCTIONS, LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 105A00004622

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD BARON & ASSOCIATES
ATTORNEYS AT LAW

Richard Baron, Esq.
Nancy J. Cliff, Esq., Of Counsel

Suite 201
501 Northeast 1st Avenue
Miami, Florida 33132
Telephone: (305) 577-4626
Facsimile: (305) 577-4630

January 6, 2005

**Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399**

Re: Articles of Organization of Florida LLC

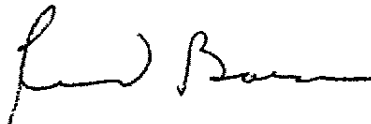
Dear Sir or Madam:

Enclosed please find executed Articles of Organization of **A GIRL THING PRODUCTIONS, LLC**, a Florida Limited Liability Company as well as a check in the amount of \$130 representing the filing fee of \$125 as well as \$5 for a certificate of status.

Please send the certificate of status to the undersigned at the above address.

Thank you for your attention to this matter.

Sincerely,



Richard Baron, Esq.
Fla. Bar # 178675

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
A GIRL THING PRODUCTIONS, LLC
A Florida Limited Liability Company

We, the undersigned, desiring to form a Florida Limited Liability Company, in conformance with the Florida Limited Liability Company Act, Chapter 608, of the Florida Statutes hereby adopt the following Articles of Organization for such Company.

ARTICLE I - NAME

The name of the corporation shall be **A GIRL THING PRODUCTIONS, LLC.**

ARTICLE II - NATURE OF BUSINESS

The nature of the business shall be to do all and everything necessary and proper for the accomplishment of any object enumerated in the Articles of Organization or any amendment thereof or necessary or incidental to the protection and benefit of the Company, and, in general, to carry on any lawful business permitted by the Statutes of the State of Florida.

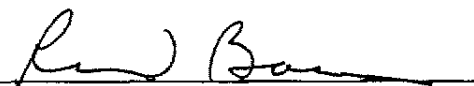
ARTICLE III- PRINCIPAL ADDRESS

The post office address of the principal office of this Company c/o Richard Baron, Esq., Richard Baron & Associates, 501 Northeast 1st Avenue, Suite 201, Miami, Florida 33132, Tel: 305-577-4626, Fax: 305-577-4630

ARTICLE IV - INITIAL REGISTERED AGENT

The name and post office address of the initial registered agent of this Company shall be Richard Baron, Esq., Richard Baron & Associates, 501 Northeast 1st Avenue, Suite 201, Miami, Florida 33132, Tel: 305-577-4626, Fax: 305-577-4630

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, F. S..


Richard Baron, Esq.,
Registered Agent's Signature

1-1-05

ARTICLE V - EFFECTIVE DATE

The effective date of the Limited Liability Company is January 1, 2005.

ARTICLE VI - MANAGEMENT

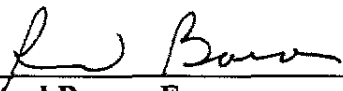
The Limited Liability Company is to be managed by one or more managers and therefore is a manager managed company.

ARTICLE VII- MANAGERS OR MANAGING MEMBERS

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

Managing Member: Jenny Levine, c/o Richard Baron, Esq., Richard Baron & Associates, 501 Northeast 1st Avenue, Suite 201, Miami, Florida 33132, Tel: 305-577-4626, Fax: 305-577-4630

In accordance with F.S. § 608.408(3) the execution of this document constitutes an affirmation under penalties of perjury that the facts contained herein are true.



Richard Baron, Esq.,
Authorized Representative of Member

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this day on January 6, 2005, by Richard Baron, who is personally known to me.





Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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