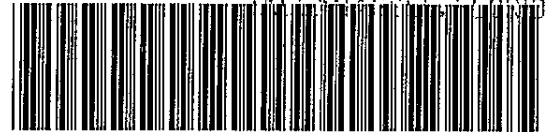


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



900047558169

(Requestor's Name)

(Address)

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**M. L. SCHILCHER, P.A.
3110 S. DALE MABRY
TAMPA, FLORIDA 33629**

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TALLAHASSEE, FLORIDA

**MAILING ADDRESS:
P.O. BOX 14178
TAMPA, FLORIDA 33690**

**MONIKA L. SCHILCHER, ESQ.
EMAIL: mlschilcher@mindspring.com**

**TELEPHONE: (813) 835 - 3215
FACSIMILE: (813) 835 - 3214**

March 7, 2005

VIA OVERNIGHT MAIL

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

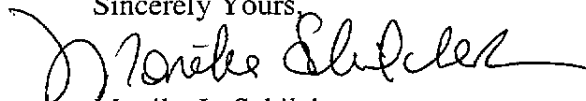
RE: Ybor Studios, LLC

Dear Madam or Sir:

Enclosed please find the original and one copy of the Articles of Organization and Acceptance of Registered Agent. Please return the copy of the Articles of Organization date stamped along with a Certificate. Thus, a check for \$130.00 is enclosed.

Should you have questions, please call me.

Sincerely Yours,


Monika L. Schilcher

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

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SECRETARY OF STATE
TAMPA, FLORIDA

The undersigned organizer, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I: NAME

The name of the limited liability company shall be YBOR STUDIOS, LLC (the "Company").

ARTICLE II: ADDRESS

The Company's principal current street address and the Company's mailing address are:

2921 Pointeview Drive
Tampa, Florida 33611

ARTICLE III: DURATION AND CONTINUATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of all the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV: PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE V: REGISTERED AGENT AND OFFICE

The initial registered office of this company shall be located at 2921 Pointview Drive, Tampa, Florida 33611 and the initial registered agent of this company at such office shall be Gwyn H. Zesch. This company shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI: ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

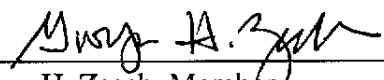
ARTICLE VII: MANAGEMENT OF COMPANY

The Company is to be managed by the members.

ARTICLE VIII: AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority interest of the members, shall be as prescribed by the Secretary of State of the State of Florida, and shall be subscribed to by a majority in interest of the members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has hereunto set his hand and seal this 7 day of March, 2005

 3/7/05

Gwyn H. Zesch, Member

ACCEPTANCE OF REGISTERED AGENT

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I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

MAR - 8 A 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gwyn H. Zesch
Gwyn H. Zesch, Registered Agent

Dated: 3/7/05