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CORPORATION SERVICE COMPANY

FILED
06 APR 27 AM 7:26
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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 340190 4333573

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 125.00

ORDER DATE : April 27, 2005

ORDER TIME : 3:08 PM

ORDER NO. : 340190-005

CUSTOMER NO: 4333573

CUSTOMER: Vincent A. Balardi, Esq.
Morgenthau & Greenes Llp

31st Floor
575 Lexington Avenue
New York, NY 10022

DOMESTIC FILING

NAME: BUTTERFLY STUDIO LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BUTTERFLY STUDIO LLC

ARTICLE II - Address:

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

Principal Office Address:

149 Fifth Avenue, 2nd Floor

New York, NY 10010

Mailing Address:

149 Fifth Avenue, 2nd Floor

New York, NY 10010

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

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

Corporation Service Company

Name

1201 Hays Street

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

Tallahassee

FLORIDA 32301

City, State, and Zip

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..

Corporation Service Company

By: 

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:

MGRM

Ms. Kattia Solano

149 Fifth Avenue, 2nd Floor
New York, NY 10010

(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.)

By: Kattia Solano

Typed or printed name of signer

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)