

L05000053612

MARLOW WHITE

(Requestor's Name)

P. O. BOX 1050

(Address)

Talla. FL 32302

(Address)

425-5800

(City/State/Zip/Phone #)

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MEMPHIS PRODUCTIONS ONE, LLC

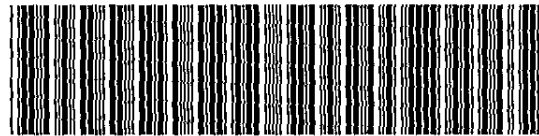
(Business Entity Name)

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ARTICLES OF ORGANIZATION
OF
MEMPHIS PRODUCTIONS ONE, LLC

The Articles of Organization following are adopted for the purpose of organizing a Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE I

Name and Address of Company

The Company's name is "Memphis Productions One, LLC" and its street address and mailing address is 400 E. Colonial Drive, Suite 105, Orlando, Florida 32803.

ARTICLE II

Commencement and Duration of Company

The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III

Management

The Company's initial General Manager is Peter J. Barton of 400 E. Colonial Drive, Orlando, Florida 32803; he shall serve until the first annual meeting of the membership or until his successor or successors are elected and, thereafter, the Company will be managed by a manager(s) elected annually, as provided in the Company's regulations.

ARTICLE IV

Admission of Additional Members

Additional members may be admitted to the Company if all the current members agree to the admission of the additional members and to the terms of such admission.

ARTICLE V

Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, declared insane, becomes bankrupt, is dissolved or upon the occurrence of any other event which terminates

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the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VI

Registered Agent and Office

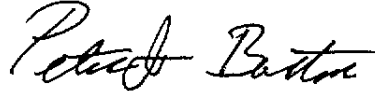
The name and address of the Company's initial registered agent and registered office is A. Eugene Lewis of 222 West Georgia Street, Tallahassee, Florida 32301.

ARTICLE VII

Operating Agreement and Regulations

The members of the Company have the power to adopt, alter, amend, or repeal the operating agreement and regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, I execute my signature on this 5TH day of May, 2005.



PETER J. BARTON; Organizer-Member

CERTIFICATE OF RESIDENT AGENT AND OFFICE DESIGNATION

IN COMPLIANCE with Section 608.415, Florida Statutes, Memphis Productions One LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 400 E. Colonial Drive, Orlando, Florida 32803 has named A. Eugene Lewis as Registered Agent and 222 West Georgia Street, Tallahassee, Florida 32301 as the Resident Office.

Executed: May 25, 2005

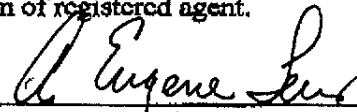


Initial Manager - Organizer

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

I HEREBY ACCEPT appointment as Registered Agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of registered agent.

Executed: May 31st, 2005



A. Eugene Lewis, Registered Agent

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