

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

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FILED 8:00 AM
July 12, 2005
Sec. Of State
jsadler

Article I

The name of the Limited Liability Company is:

RUNWAY PHOTOGRAPHY, LLC

Article II

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

1800 SUNSET HARBOUR DRIVE
SUITE #2
MIAMI BEACH, FL. 33139

The mailing address of the Limited Liability Company is:

1800 SUNSET HARBOUR DRIVE
SUITE #2
MIAMI BEACH, FL. 33139

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:

RATNER & TOBIN, LLP
1800 SUNSET HARBOUR DRIVE
SUITE #2
MIAMI BEACH, FL. 33139

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: CHARLES H. RATNER, ESQ.

Article V

The name and address of managing members/managers are:

Title: MGR
FREDRIC N KARLTON
1800 SUNSET HARBOUR DRIVE, SUITE #2
MIAMI BEACH, FL. 33139

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Signature of member or an authorized representative of a member

Signature: CHARLES H. RATNER, ESQ