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February 16, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: VISUAL IMAGE PRODUCTIONS LLC
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2/13/06

ARTICLES OF ORGANIZATION
OF
VISUAL IMAGE PRODUCTIONS LLC
A Florida Limited Liability Company

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a limited company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the limited company shall be: VISUAL IMAGE PRODUCTIONS LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principle office of the limited company shall be:

13308 SW 62nd Street
Miami, FL 33183

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this limited company is:

- (1) To engage in any activity or business permitted under the laws of the United States and the State of Florida, except business governed by other regulatory statutes.

ARTICLE IV
LIMITED LIABILITY COMPANY POWERS

This limited company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the State of Florida, including, but not limited to, power to:

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(1) Make and enter into all contracts necessary and proper for the conduct of its business.

(2) Conduct business, have two or more Members with interest in the L.C., or more officers, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.

(3) Purchase the corporate assets of any corporation and engage in the same character of business.

(4) Acquire, take, hold, sell and dispose of patents, copyrights, trademarks and any licenses or other assets or interests thereunder of therein.

(5) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payments of any indebtedness or liability to it.

(6) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other limited company, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state of any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the limited company, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Management may deem expedient; and

(a) Provide in such instruments for transferring Corporate property of every kind and then nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

(b) Provide in case of the sale of the property by virtue of any such instrument of or any foreclosures, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

(8) Lend and advance money, extend credit, take notes and any kind of nature of evidence of indebtedness therefore,

(9) Make gifts for educational, scientific or charitable purposes.

(10) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the limited company to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the limited company, or of any other limited company, partnership, joint venture, trust, or other enterprise which he served as such at the request of the limited company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit, proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the limited company and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the limited company or that he had reasonable grounds for belief that such action was unlawful;

(b) By or in the right of the limited company to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the limited company, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the limited company, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the limited company. Such person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the limited company unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(c) To the extent that a director, officer, employee or agent in the L.C., management, officer, employee or agent of the company has been successful on

ARTICLE IX
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

Filomena S. Perez
13308 SW 62nd Street
Miami, FL 33183

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 or 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.



Registered Agent's Signature

ARTICLE X
MANAGEMENT

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

ARTICLE XI
EFFECTIVE DATE

The effective date of these Articles of Organization is February 13, 2006.

(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.)



Filomena S. Perez

TOTAL P.07

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Filomena S. Perez, and to me known to be the person who executed the foregoing Articles of incorporation, and acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of
February, 2006.



Sara Schermerman
My Commission DD127586
Expires July 28, 2008

Sara Schermerman
Notary Public

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