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Of Counsel
CHRISTA L. SWANICK
JEROME A. ZIVAN
Also licensed in GA

December 22, 2006

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

RE: FILING OF ARTICLES OF ORGANIZATION FOR STRANGE RSS, LLC

To Whom It May Concern:

Please find enclosed our check #1132 in the amount of \$125.00 to file the attached Articles or Organization. You will also find an extra copy and a self-addressed stamped envelope to return a dated copy to me.

Thank you in advance and Happy Holidays!

Chlie Libson

Debbie Gibson

Assistant to Colleen Coffield Sachs

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SECRETARY OF STATE

dg/

Enclosures

ARTICLES OF ORGANIZATION OF STRANGE RSS, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is STRANGE RSS, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in film production and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is 101 Old Ferry Road, Unit 12-D, Shalimar, Fierda 732579, and the street address of the place of business for the Company is 101 Old Ferry Road Unit 12-D, Shalimar, Florida 32579. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Earl Newton, and the initial registered office is located at 101 Old Ferry Road, Unit 12-D, Shalimar, Florida 32579.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name: Position:

Earl Newton: president, secretary, treasurer

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Santa Rosa Beach, Florida, on December 21, 2006.

STRANGE RSS, LLC,

a Florida limited liability company

Earl Newton, Member/Manager

STATE OF FLORIDA COUNTY OF WALTON

The foregoing instrument was acknowledged before me on December 21, 2006, by Earl Newton, as Member/Manager of Strange RSS, LLC, who () is personally known to me or (x produced FL DRIVERS LICENSE as identification.

Notary Public -- State of Florida

DEBORAH L. GIBSON
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 19, 2009
STATE OF FLORIDA
COMMISSION # DD452472

(Seal)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of STRANGE RSS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above state company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statues relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligation of the position of registered agent.

Earl Newton, Registered Agent

