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FLORIDA/FOREIGN LIMITED LIABILITY CO.

THIRD SKY PRODUCTIONS, LLC

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ARTICLES OF ORGANIZATION

FOR

THIRD SKY PRODUCTIONS, LLC

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME OF LLC

The name of the limited liability company is THIRD SKY PRODUCTIONS, LLC.

The address of the principal office of this limited liability company shall be 602 TALWOOD CIRCLE F, BRANDON, FL 33510 and the mailing address of the limited liability company shall be the same.

ARTICLE II. NATURE OF BUSINESS

This limited liability company may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including, but not limited to, the following:

- (a) To own and operate a business;
- (b) To acquire, own, use, convey, and otherwise dispose of and real or personal property or any interest in such property;
- (c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- (d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

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ARTICLE III. REGISTERED AGENT

The name and street address of the registered agent of the limited liability company shall be NORA CASTILLO, 602 TALWOOD CIRCLE F, BRANDON, FL 33510. The registered agent is an individual resident of the State of Florida.

ARTICLE IV. ORGANIZATION

The limited liability company shall initially have a single member who shall solely be the managing member. The name and address of the initial members are:

Nora Castillo, 602 Talwood Circle F, Brandon, FL 33510.

ARTICLE V. TERM

This limited liability company is to exist perpetually.

ARTICLE VI. FORM OF MANAGEMENT

The management of THIRD SKY PRODUCTIONS, LLC. shall be vested pursuant to the Operating Agreement. The member(s) may determine to grant exclusive rights to control and manage THIRD SKY PRODUCTIONS, LLC., without restriction by these Articles of Organization.

ARTICLE VII. INDEMNIFICATION

(a) The company shall indemnify every member and manager, and the member or manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the member and manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

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(c) This indemnification is not exclusive of other rights to which the member or manager(s) may be entitled.

(d) The member and manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A member or manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

The undersigned authorized representative organizer has executed these Articles of Organization on March 28, 2007.

Nora Castillo

NORA CASTILLO, MEMBER AND MANAGER

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION

Nora Castillo, an individual residing in this state, having a business office located at 602 Talwood Circle F, Brandon, FL 33510, identical with the registered office of the limited liability company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of:

Nora Castillo is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes.

Date: March 28, 2007

BY:

Nora Castillo
Nora Castillo

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