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FLORIDA/FOREIGN LIMITED LIABILITY CO.

What Films?, LLC

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**ARTICLES OF ORGANIZATION
OF
WHAT FILMS?, LLC**

The undersigned hereby adopts these Articles of Organization in order to form a limited liability company under Chapters 608, Florida Statutes.

**ARTICLE I
NAME**

The name of the limited liability company is What Films?, LLC (the "Company").

**ARTICLE II
EXISTENCE AND DURATION**

The existence of the Company shall commence on the filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual, unless it is earlier dissolved as provided in these Articles of Organization, the Operating Agreement, or by operation of the Florida Limited Liability Company Act.

**ARTICLE III
PURPOSE**

The Company is organized for the purpose of engaging in and transacting any lawful business permitted under the laws of the State of Florida and shall have the power to do any and all acts necessary, appropriate, or incidental to such purpose.

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ARTICLE IV
BUSINESS AND MAILING ADDRESS

The initial street address of the Company is 303 6th Street, Atlantic Beach, Florida 32233 and mailing address of the Company is 303 6th Street, Atlantic Beach, Florida 32233.

ARTICLE V
REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Company in the state of Florida is T. William Glocker. The registered office of the initial registered agent in the state of Florida is located at 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207.

ARTICLE VI
MANAGEMENT

The Company may be a member managed or manager managed company as provided in the Operating Agreement of the Company.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members on such terms and conditions as are provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned member has made and subscribed to these Articles of Organization this 22nd day of October, 2007.

By: T. William Glocker

T. William Glocker, Authorized Agent for
Hiatt Woods, Member

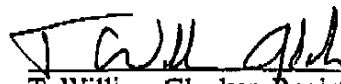
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
WHAT FILMS?, LLC**

Pursuant to Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon What Films?, LLC, a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act, and the general laws of the state of Florida relative to keeping open the Registered Office of said limited liability company, which Registered Office is located at 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207/

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 22nd day of October, 2007.



T. William Glocker, Registered Agent

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