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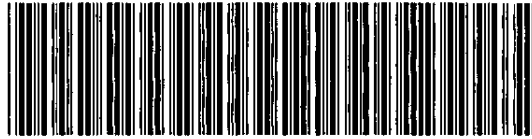
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eddie M. Anderson, P.A.
ATTORNEY AT LAW

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October 29, 2007

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ASHCAN PRODUCTIONS, LLC


Gentlemen:

Enclosed please find an original and one copy of the Articles of Organization for the above captioned corporation. Also enclosed is a check in the amount of \$125.00 to cover the filing fee.

If you find the enclosed in proper form, we would appreciate your approving, filing the same and returning the certified copy to this office at your earliest convenience.

Thank you for your courtesies.

Sincerely yours,


Eddie M. Anderson

EMA:alw
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
ASHCAN PRODUCTIONS, LLC
a Florida limited liability company

ARTICLE I

NAME

The name of this limited liability company is ASHCAN PRODUCTIONS, LLC.

ARTICLE II

PURPOSE

- A. Purposes: The company is organized for any legal and lawful purpose for which a limited liability company may be organized, pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.
- B Powers: The company shall have and may exercise all powers and rights which a limited liability may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

ADDRESS

The mailing and street address of the company's principal place of business shall be 10263 Whispering Forest, #1310, Jacksonville, Florida 32257.

ARTICLE IV

DURATION

The period of duration of the company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member, upon a meeting and unanimous vote within sixty (60) days of said event(s) to continue said business.

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ARTICLE V
MANAGEMENT

The management of the company shall be reserved to the members. The members shall have the power and authority to act on behalf of the company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and as further provided in the regulations of the company.

ARTICLE VI
MEMBERS

The names and addresses of the initial member is as follows:

CHRISTOPHER W. WALDEN

10263 Whispering Forest

#1310

Jacksonville, Florida 32257

ARTICLE VII
ADMISSION OF NEW MEMBERS

The member shall not have the right to admit new members to the company. New members may come in to the company only upon the agreement of those members owning at least 51% of the interest in the company, and upon such terms and conditions as the existing members may unanimously agree.

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ARTICLE VIII
MEMBER VOTING

- A. MEMBER VOTING: All members of the company shall be entitled to vote on matters relating to the company. Each member's vote shall be weighted in accordance with the regulations of the company.
- B. ADDITIONAL CONTRIBUTIONS: The members shall make additional capital contributions from time to time, as required or allowed by the regulations adopted by the company.

ARTICLE IX

ADOPTION OF REGULATIONS

The members shall adopt regulations for the company which regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.

ARTICLE X

AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the regulations permitting said amendment, at any annual or special meeting.

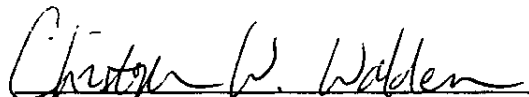
ARTICLE XI

INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 10263 Whispering Forest, #1310, Jacksonville, Florida 32257. The members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial registered agent is designated as CHRISTOPHER W. WALDEN. The registered agent of the limited liability company may be changed at any time by a vote of the members without an amendment of these Articles.

These Articles of Organization have been executed by the undersigned member this 29th day of October, 2007.


CHRISTOPHER W. WALDEN

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 608, Florida Statutes, the following is submitted:

ASHCAN PRODUCTIONS, LLC, desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Organization, in the City of Jacksonville, County of Duval, State of Florida, has named CHRISTOPHER W. WALDEN, whose address is 10263 Whispering Forest, #1310, Jacksonville, Florida 32257, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above styled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping open said office.


CHRISTOPHER W. WALDEN

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