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To:

Division of Corporations
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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

FLORIDA/FOREIGN LIMITED LIABILITY CO.

HottSexyCool Productions, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
HottSexyCool Productions, LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
HottSexyCool Productions, LLC
2723 Arthur Street 1B
Hollywood FL 33020

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Norman Elliott Kent, Esq.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Norman Elliott Kent, Esq. | FL Bar Member 271969
Kent & Cormican, P.A
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301
954-763-1900

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

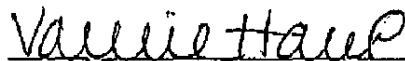
This will be a manager-managed company. The name and address of each manager is:

MICHAEL B. MAZER
2723 Arthur Street 1B
Hollywood FL 33020

Article VII. Company Existence

The Company's existence shall begin effective as of October 26, 2007.

The undersigned authorized representative of a member executed these Articles of Organization on October 31, 2007.



NORMAN ELLIOTT KENT, ESQ.
by Valerie Hawk as attorney-in-fact

Norman Elliott Kent, Esq. | FL Bar Member 271969
Kent & Cormican, P.A
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301
954-763-1900

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

HottSexyCool Productions, LLC

REGISTERED AGENT/OFFICE:

Norman Elliott Kent, Esq.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Valerie Hawk

NORMAN ELLIOTT KENT, ESQ.
by Valerie Hawk as attorney-in-fact

Date: October 26, 2007.

Norman Elliott Kent, Esq. | FL Bar Member 271969
Kent & Cormican, P.A.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301
954-763-1900

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