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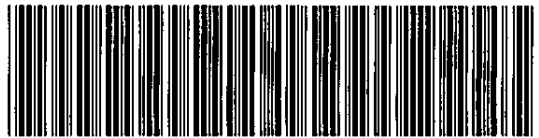
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2010 MAY 10 PM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

MAY 11 2010

EXAMINER

Vaughn W. Duff

2079 North Pointe Alexis Drive
Tarpon Springs, FL 34689
727-432-6900

VIA OVERNIGHT COURIER

May 5, 2010

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **Sequential Filings:**

- #1 Articles of Amendment to change the name of Zero Energy America, LLC
- #2 Form a new LLC using the then available name Zero Energy America, LLC

Dear Sir or Madam:

Enclosed are two filing which are to be made sequentially. The purpose of sequential filing is to change the name of "Zero Energy America, LLC" to "Zero Energy America Productions, LLC" and then immediately organize a new LLC under the then available name "Zero Energy America, LLC." The sequential filing will make the name available to the new LLC and prevent anyone else from using the name during any filing delay.

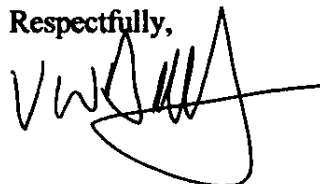
To accomplish this I enclose:

Filing #1: Amended and Restated Articles of Organization of Zero Energy America, LLC, which is changing its name to "Zero Energy America Productions, LLC". Please file first. A check for \$25 payable to "Secretary of State" is also enclosed as payment for filing the amendment and restatement.

Filing #2: Articles of Organization of Zero Energy America, LLC. Please file second, sequentially and immediately after the first filing. A check for \$155 payable to "Secretary of State" is also enclosed as payment for filing the articles of organization, registering the agent and provided a certified copy of the articles of organization.

Thank you for your assistance. Please call me with any questions or comments.

Respectfully,



**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ZERO ENERGY AMERICA, LLC
L08000044435**

FILED

2010 MAY 10 PM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.411, Florida Statutes, this document is being submitted to amend and restate the articles of organization of a Florida limited liability company.

FIRST: The name of the limited liability company is ZERO ENERGY AMERICA, LLC.

SECOND: Article I of the articles of organization filed May 2, 2008 is hereby amended to change the name of the Company to ZERO ENERGY AMERICA PRODUCTIONS, LLC.

THIRD: The Company's principal place of business, mailing address and registered agent were previously changed to the addresses and agent specified in the amended and restated articles of organization recited below.

FOURTH: All other provisions of the articles of organization remain the same as originally filed or as previously amended or supplemented and there is no discrepancy between these provisions and the amended and restated articles of organization.

FOURTH: The articles of organization are hereby restated as amended to date to read as follows:

**ARTICLES OF ORGANIZATION
OF
ZERO ENERGY AMERICA PRODUCTIONS, LLC**

**ARTICLE I
Name**

The name of this Company shall be: ZERO ENERGY AMERICA PRODUCTIONS, LLC.

**ARTICLE II
Place of Business**

The principal place of business and mailing address of this Company shall be 2611 Keystone Road, Suite B-4, Tarpon Springs, Florida 34688, and such other place or places as may be designated by the manager from time to time.

ARTICLE III
Registered Agent and Office

The registered agent for this Company shall be Marc Rutenberg, and the address of the registered agent for service of process shall be 2611 Keystone Road, Suite B-4, Tarpon Springs, Florida 34689.

ARTICLE IV
Management of Business

The Company shall be manager-managed.

The undersigned has duly executed these Articles of Amendment and Restatement this 5th day of May, 2010.

A handwritten signature in black ink, appearing to read 'Marc Rutenberg', written over a horizontal line.

MARC RUTENBERG
Managing Member

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2010 MAY 10 PM 4:12 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 5, 2010,

Please note that the enclosed checks referenced in the attached memo from Mr. Vaughn Duff are in the amount of \$30.00 and \$160.00. An additional \$5.00 was include on each check in order to receive a Certificate of Status for each LLC

Thank you