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Florida Department of State

Division of Corporations

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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

the production factory, llc

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D. BRUCE

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**ARTICLES OF ORGANIZATION OF
THE PRODUCTION FACTORY, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company (hereinafter referred to as the "Company") is:

THE PRODUCTION FACTORY, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is:

1354 Washington Avenue
Suite 223
Miami Beach, FL 33139

ARTICLE III - Registered Agent:

MARVIN KURZBAN, ESQ.
2650 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI, FLORIDA 33133

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ARTICLE IV - MANAGER(S) OR MANAGING MEMBER(S):

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

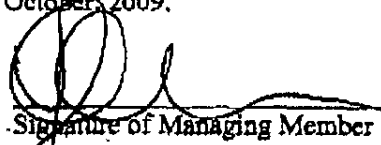
MGRM

LISA GORMAN
The Manor House
Chiddingly Place
Chiddingly
E Sussex
BN8 6HE
UNITED KINGDOM

**ARTICLES OF ORGANIZATION
THE PRODUCTION FACTORY, LLC**

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IN WITNESS WHEREOF, I have signed these Articles of Organization and
acknowledged them to be my act this 19 day of October, 2009.



Signature of Managing Member

(in accordance with Section 608.408(3), Florida Statute, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts stated
herein are true.)

LISA GORMAN
Typed or printed name of signee

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ARTICLES OF ORGANIZATION
THE PRODUCTION FACTORY, LLC

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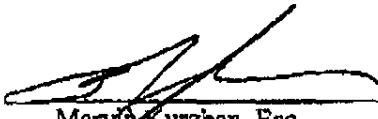
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE OF THE PRODUCTION FACTORY, LLC**

Under the provisions of F.S.608.415 or 608.507, **THE PRODUCTION FACTORY, LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **THE PRODUCTION FACTORY, LLC**.
2. The name and street address of the registered agent in Florida is:

Marvin Kurzban, Esq.
c/o Kurzban Kurzban Weinger & Tetzeli, P.A.
2650 S.W. 27th Avenue, Suite 200
Miami, Florida 33133

The undersigned, being the person named in the articles of organization of **THE PRODUCTION FACTORY, LLC** as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Marvin Kurzban, Esq.
Registered Agent

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