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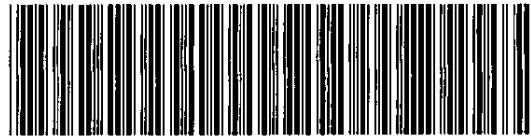
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EXAMINER

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CORPORATION SERVICE COMPANY

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DIVISION OF CORPORATIONS  
10 NOV 15 PM 12:52

ACCOUNT NO. : I20000000195

REFERENCE : 576725 5017100

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$ 155.00

ORDER DATE : November 15, 2010

ORDER TIME : 9:59 AM

ORDER NO. : 576725-005

CUSTOMER NO: 5017100

DOMESTIC FILING

NAME: TONY LUDOVICO FINE ARTS,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE

11/9/2010

FILED  
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DIVISION OF CORPORATIONS  
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ARTICLES OF ORGANIZATION

OF

TONY LUDOVICO FINE ARTS, L.L.C.

a Florida Limited Liability Company

Pursuant to Chapter 608, Florida Statutes

1. **Name.** The name of this limited liability company is "TONY LUDOVICO FINE ARTS, L.L.C." (the "Company").

2. **Purpose.** The general purpose of this Company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida. The specific purpose for which this Company is initially being formed is to serve as the promotional liaison for its parent entity, Tony Ludovico Underwater Videography Services, L.L.C. ("TLUV") to oversee the promotion, marketing, display and distribution of the products and services created, offered and made available by TLUV.

3. **Effective Date/Duration/Continuation.** The effective date of the Company's existence as a Florida limited liability company shall be November 9, 2010. The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of all the remaining Members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

4. **Address of Principal Office.** The principal place of business of the Company is 3405 South Dale Mabry Hwy., Tampa, Florida 33629, and the mailing address of the Company is P.O. Box 10303, Tampa, Florida 33679.

5. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this Company is as follows:

Lopez, Kelly & Bible, P.A.  
4100 W. Kennedy Blvd., Suite 114  
Tampa, Florida 33609

6. **Members at Time of Formation.** There will be one (1) initial Member at the time this Company is formed.

7. **Admission of Additional Members.** Additional Members may be admitted only upon the unanimous written consent of all of the Members of the Company.

8. **Right to Continue Business.** So long as the Company continues to have at least one remaining Member (taking into account application of the provisions of Florida Statute Section 608.441(1)(d)), the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of any Member in the Company shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution; provided, however, should application of said Section 608.441(1)(d) or other provisions of Florida Statutes Chapter 608 result in the Company no longer continuing to be classified as a partnership for federal income tax purposes, the last remaining Member, or the personal or other legal representative of the last remaining Member, as the case may be, may, but shall not be obligated to, proceed to dissolve and wind up and conclude the business affairs of the Company.

9. **Management of Company.** The Company shall be a "Manager-Managed Company". The management of the Company shall initially be invested in two (2) Managers. The names and addresses of the initial Managers who are to serve until their successors are elected and qualified, together with the initial office each Member will hold, are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Joel G. Williams Executive Manager	P.O. Box 10303 Tampa, Florida 33679
Anthony C. Ludovico Assistant Manager	P.O. Box 10303 Tampa, Florida 33679

10. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form as may be prescribed by the Secretary of State of the State of Florida and contain such terms and provisions consistent with Florida Statute 608, shall be approved by unanimous vote of the Members and shall be signed and sworn to by all Members of the Company so approving such amendment(s). In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

11. **Operating Agreement.** An initial operating agreement regulating the affairs of the Company and the conduct of its business and governing the relations among the Members, Managers and Company shall be adopted and entered into by the initial Members and the initial Managers. Thereafter, the power to adopt, alter, amend or repeal the operating agreement of Company shall be vested in the Managers of the Company; provided, however, the Members may by unanimous written consent or unanimous vote repeal the operating agreement in its entirety and adopt a new operating agreement.

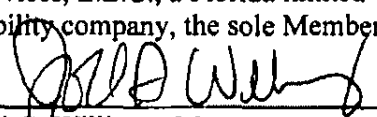
12. **Informal Action by Managers and Members.** Any action of the Managers and/or Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the Managers and/or all Members who would be entitled to vote upon such action at a meeting (and filed with the principal office of the Company as part of its records).

13. **Contracting Debt.** Except as otherwise provided by Florida Statute Chapter 608 no debt shall be contracted nor liability or obligation incurred by or on behalf of this Company except by the Executive Manager.

14. **Transferability of Members' Interests.** Except to the extent otherwise provided in the operating agreement adopted by the Members and Managers of the Company, interest of a Member in this Company may only be transferred or assigned to a member of such Member's immediate family as part of such Member's estate plan, to an affiliate of any entity Member, or to any other Member of this Company, without consent; otherwise, unanimous consent of the Members shall be required for any such transfer or assignment. Unless all of the remaining Members of this Company approve to the contrary by unanimous written consent, the transferee or assignee of the interest of such assignor Member shall have no right to participate in the management of the business and affairs of this Company and shall not become or exercise any rights or powers of a Member. The transferee or assignee shall be entitled to receive only the share of such profits and losses, to receive such distribution or distributions, and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which that assignor Member was otherwise entitled, to the extent so assigned.

IN WITNESS WHEREOF, the undersigned sole initial Member and the undersigned Executive Manager have hereunto set their hands and seals this 12 day of November, 2010.

Tony Ludovico Underwater Videography  
Services, L.L.C., a Florida limited  
liability company, the sole Member

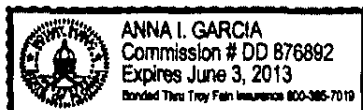
  
Joel G. Williams, Manager

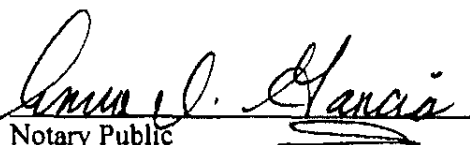
  
Joel G. Williams, Executive Manager

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of November, 2010, by Joel G. Williams, who is personally known to me or who has produced Florida Driver's License as identification and who did [did not] take an oath.

[Seal]



  
Notary Public  
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. **Name.** The name of the limited liability company is **TONY LUDOVICO FINE ARTS, L.L.C.**

2. **Registered Office.** The address of the registered office of the limited liability company is 4100 W. Kennedy Blvd., Suite 114, Tampa, Florida 33609

3. **Registered Agent.** LOPEZ, KELLY & BIBLE, P.A., is appointed, and by the signature of its undersigned officer below accepts appointment, to act as the Registered Agent of TONY LUDOVICO FINE ARTS, L.L.C.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

LOPEZ, KELLY & BIBLE, P.A.

By: 

Robert W. Bible, Jr., Vice-President

Dated: 11/12/10