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Account Number : I20090000062
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TALLAHASSEE, FLORIDA

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FLORIDA LIMITED LIABILITY CO.
Cuespark Productions, LLC

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**Articles of Organization
of
Cuespark Productions, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming of a limited liability company under the laws of Florida, sets forth the following articles of organization:

1. Name

The name of the limited liability company is Cuespark Productions, LLC (the "Company").

2. Period of Duration

Unless earlier terminated under the Act or the Company's operating agreement, the duration of the company is perpetual.

3. Purpose

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Addresses

The mailing address for the Company is:

52 Riley Road, #380
Celebration, Florida 34747

and the street address of the place of business for the Company is:

Cuespark Productions, LLC
52 Riley Road, #380
Celebration, Florida 34747

These addresses may be changed from time to time as provided in the Company's operating agreement.

5. Registered Agent

The initial registered agent in Florida for the Company is:

Calandrino Law Firm, P.A.
301 East Pine Street, Suite 950
Orlando, Florida 32801

6. Capital Contributions.

The members may contribute capital to the Company in the manner prescribed by the Company's operating agreement and as it may be amended from time to time in accordance with its terms.

7. Members

The Company shall have at least one member at all times and may admit additional members upon the prior, unanimous written agreement of all then-existing members or as the Company's operating agreement may otherwise provide.

8. Continuity of Business

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent the Company's remaining members.

9. Management

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and may have the authority normally associated with these positions under corporate law or as otherwise described in the Company's operating agreement. The Company may also designate persons as directors under the operating agreement. These directors shall act in a manner similar to the directors of a corporation or as otherwise described in the Company's

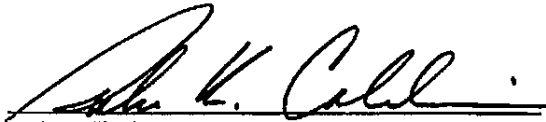
operating agreement. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The name of the initial manager, who may serve until the first annual meeting of the members or until his successor is elected and qualified, and his designation is as follows:

<u>Name</u>	<u>Title</u>
Galen Lande	Manager

10. Indemnification


Except as expressly provided in the Company's operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.


Dated: December 17, 2010


Philip K. Calandrino
Authorized Representative of the Members

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 17th day of December, 2010 by Philip K. Calandrino, who is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA
 Amy M. Guy
Commission #DD724011
Expires: DEC. 01, 2011
BONDED THRU ATLANTIC BONDING CO., INC.


Amy M. Guy
Notary Public - State of Florida
My Commission Expires:

Registered Agent Acceptance

Calandrino Law Firm, P.A. hereby agrees to act as registered agent for Cuespark Productions, LLC as stated in the foregoing Articles of Organization.


CALANDRINO LAW FIRM, P.A.


By: 

Philip K. Calandrino
For the Firm

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 17th day of December, 2010, by Philip K. Calandrino as duly authorized agent of Calandrino Law Firm, P.A., who is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA
 Amy M. Guy
Commission #DD724011
Expires: DEC. 01, 2011
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Amy M. Guy
Notary Public – State of Florida
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