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EXAMINER



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08/31/11--01026--025 **155.00

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11 AUG 31 AM 9:20
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DIVISION OF CORPORATIONS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

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ACCT. #FCA-14

CONTACT: Kim Weidenbach

DATE: 08/31/11

REF. #: 000204.153639

CORP. NAME: BEDFORD DEVIL MOVIE, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 541305 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
BEDFORD DEVIL MOVIE, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG 31 AM 9:20

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the limited liability company shall be:

BEDFORD DEVIL MOVIE, LLC

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the Limited Liability Company shall be perpetual.

**ARTICLE III
PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address of the principal office in Florida for the limited liability company is 701 S. Howard Ave #106-130, Tampa, FL 33606.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 2907 Bay to Bay Boulevard, Suite 201, Tampa, FL 33629, and the name of its initial registered agent is Robert C. Sanchez. The limited liability company may change

its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VI MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the members of the limited liability company. The name and address of the current member are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| Kitefliers Studios, LLC | 2516 W. Simms Blvd. Tampa, FL 33609 |

ARTICLE VII RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the limited liability company upon approval by the members in accordance with the Operating Agreement. Contributions required of a new member shall be determined as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the Operating Agreement of the limited liability company.

ARTICLE VIII ACKNOWLEDGMENT

The undersigned, being the authorized representative of a member of the limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of BEDFORD DEVIL MOVIE, LLC. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the Operating Agreement of the limited liability company consistent with the laws of the State of Florida.

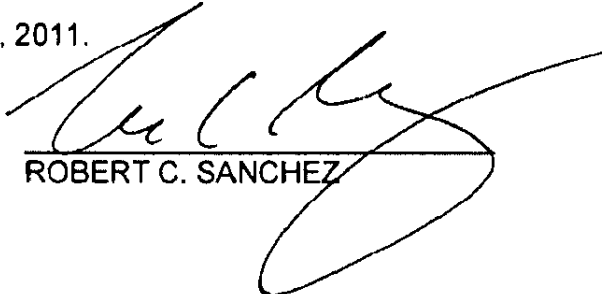
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 31st day of August, 2011.


ROBERT C. SANCHEZ

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of BEDFORD DEVIL MOVIE, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415, Florida Statutes.

Executed this 31st day of August, 2011.


ROBERT C. SANCHEZ

kitefliers\bedford\docs\art of org-member man