

L950000003/2

GREGORY E. TUCCI

ATTORNEY AND COUNSELOR AT LAW

225 N.E. 8TH AVENUE

OCALA, FLORIDA 34470-6798

GREGORY E. TUCCI

TELEPHONE
(904) 622-1241
FAX
(904) 622-1244

April 18, 1995

EFFECTIVE DATE
4/20/95

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

100001460281
-04/19/95--01067--004
***337.50 ***337.50

RE: WET & WILDLIFE IMAGES, L.C.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Organization of Wet & Wildlife Images, L.C. organized pursuant to Section 608 F.S., together with the Affidavit of Membership and Contributions and Schedule attached thereto and the Certificate of Designation of Registered Agent/Registered Office for filing.

Enclosed, too, is our trust account check in the amount of \$337.50 to cover the following:

Filing fee for Articles of Organization & Affidavit	\$250.00
Designation of Registered Agent	35.00
Certified Copy	52.50

Thank you in advance for your services in this regard.

Yours truly,

Gregory E. Tucci
Gregory E. Tucci

/pjc
Enclosures

MEM

SECRET
TALLAHASSEE, FLORIDA
55 APR 27 PM 09 09

95A-19215

ARTICLES OF ORGANIZATION
OF
WET & WILDLIFE IMAGES, L.C.

ARTICLE I

Name

The name of the Limited Liability Company is WET & WILDLIFE IMAGES, L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is P.O. 480, Silver Springs Florida 34489; 251 S.W. 40th Avenue, Ocala, FL 34474-1870.

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be until April 30, 2045.

ARTICLE IV

Management

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is Glen Lau Productions, Inc., 251 S.W. 40th Avenue, Ocala, FL 34474-1870.

DATE
4/30/95

011490
93 APR 20 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Admission of Additional Members

The manager has the right to admit additional members to the organization. Upon a minimum investment of Ten Thousand Dollars (\$10,000) which entitles said member to a one percent (1%) interest in said organization.

ARTICLE VI

Members Rights to Continue Business

The members of the limited liability company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates continued membership of a member in said company or any event which requires dissolution of said company, so long as within ninety calendar days a majority in interest of the members elect to continue the business of the company, failing which the company will be liquidated.

Dated this 18 day of April, 1995.

By: Glenn H. Lay
Glenn H. Lay, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MARION

COMES NOW, the undersigned member or authorized representative of a member of Wet & Wildlife Images, L.C. deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the member(s) is \$320,000.

3. If any, the agreed value of property other than cash contributed by member(s) is \$550,000. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000,000. This total includes amounts from 2 and 3 above.

Further Affiant saith not.


Glenn H. Lau


Date

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

SCHEDULE III

Property Contributed by Glen Lau Productions, Inc.:

	<u>Value</u>
(1) Substantially all of the underwater film necessary to produce the Bigmouth II video; along with licensed copyright	\$225,000
(2) Four still photographs to be used for posters and cards along with licensed copyright (The Moment; Obsession, Opportunity and The Challenge)	100,000
(3) Moon calendar and artwork, plus licensed copyright	25,000
(4) Work-in-process film footage for Whitetail deer film, approximately 50% complete, plus licensed copyright	100,000
(5) Work-in-process film footage for Wild Turkey film, approximately 50% complete, plus licensed copyright	<u>100,000</u>
Total Value of Capital Contribution:	<u>\$550,000</u>

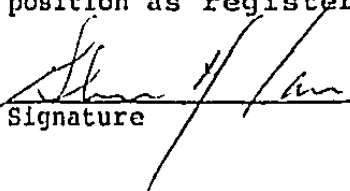
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
WET & WILDLIFE IMAGES, L.C.
2. The name and address of the registered agent and office is:

GLENN H. LAU
251 S.W. 40th Avenue
Ocala, Florida 34474-1870

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.


Signature

4/18/95
Date

L95000000312

GREGORY E. TUCCI

ATTORNEY AND COUNSELOR AT LAW

225 N.E. 8TH AVENUE

OCALA, FLORIDA 34470-0780

GREGORY E. TUCCI

TELEPHONE
(904) 622-1241

FAX

(904) 622-1244

June 29, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: WET & WILDLIFE IMAGES, L.C.

Dear Sirs:

Enclosed please find the original Affidavit of Membership and Contributions and Amended Schedule III for filing together with our trust account check in the amount of \$52.50.

Yours truly,

Gregory E. Tucci

Gregory E. Tucci

/pjc
Enclosures

800001530029
-07/05/95--01056--010
*****52.50 *****52.50

no change
in contributions

Sp

Affidavit Correcting
original Affidavit

Sp

FILED
95 JUL -5 PM 3 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



JUN 28 REC'D

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1995

Gregory E. Tucci, Esquire
225 N.E. 8th Avenue
Ocala, FL 34470-6798

SUBJECT: WET & WILDLIFE IMAGES, L.C.
Ref. Number: L95000000312

We have received your document for WET & WILDLIFE IMAGES, L.C. .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

There is a fee of \$52.50 to file this document.

If you have any questions concerning this matter, please either respond in writing
or call (904) 487-6901.

Susan Payne
Senior Corporate Section Administrator

Letter Number: 195A00030955

RECEIVED
95 JUL -7 AM 9:02
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

GREGORY E. TUCCI

ATTORNEY AND COUNSELOR AT LAW

225 N.E. 8TH AVENUE

OCALA, FLORIDA 34470-6798

GREGORY E. TUCCI

TELEPHONE
(904) 622-1241

FAX
(904) 622-1244

June 16, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: WET & WILDLIFE IMAGES, L.C.
Document #L95000000312

Gentlemen:


Pursuant to Section 608.411 and 608.402, Florida Statutes, enclosed please find an Amended Schedule III and Affidavit for filing, reference Wet & Wildlife Images, L.C., Document #L95000000312.

These documents are sent to correct a grammatical error in the original Schedule III filed and to correct the omission of an item of capital contribution.

We would like confirmation that the documents have been filed.

Thank you in advance for your services in this regard.

Yours truly,



Gregory E. Tucci

/pjc
Enclosures

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MARION

FILED
95 JUN -5 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMES NOW, the undersigned member or authorized representative of a member of Wet & Wildlife Images, L.C. deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the member(s) is \$350,000.

3. If any, the agreed value of property other than cash contributed by member(s) is \$650,000. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000,000. This total includes amounts from 2 and 3 above.

Further Affiant saith not.


Glenn H. Lau


Date

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

AMENDED
SCHEDULE III

Property Contributed by Glen Lau Productions, Inc.:


	<u>Value</u>
(1) Substantially all of the underwater film necessary to produce the Bigmouth II video; along with license of copyright.	\$225,000
(2) Four still photographs to be used for posters and cards along with license of copyright. (The Moment; Obsession, Opportunity and The Challenge)	100,000
(3) Moon calendar and artwork, plus license of copyright.	25,000
(4) Work-in-process film footage for Whitetail deer film, approximately 50% complete, plus license of copyright.	100,000
(5) Work-in-process film footage for Wild Turkey film, approximately 50% complete, plus license of copyright.	100,000
(6) Four videos entitled "Bigmouth", "Bass in Heavy Cover", "Feeding Habits of the Bass", and "Surface, Lure and Buzz Baits" plus license of copyright.	<u>100,000</u>
Total Value of Capital Contribution:	<u>\$650,000</u>

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

96 APR 26 PM 5:10

CLERK OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1 Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000312**

WET & WILDLIFE IMAGES, L.C.
251 SW 40TH AVENUE
OCALA FL 34474-1870

1a. Principal Place of Business Address

251 SW 40TH AVENUE
OCALA FL 34474

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2 Principal Place of Business SAME	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

3. Date Organized or Qualified 04/30/1995	3a. State of Formation FL
4. FEI Number 59-3322481	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> No Additional Fee Required

7. Name and Address of Current Registered Agent

LAU, GLENN H
251 SW 40TH AVENUE
OCALA FL 34474

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

9. Pursuant to the provisions of Sections 608.410 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

DATE

SIGNATURE

(Signature of Agent Accepting Appointment) (If 3011 Registered Agent signature required when reinstated)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GLENN LAU PRODUCTIONS,	251 SW 40TH AVENUE	OCALA FL 300001805403 -05/02/96--01083--016 ****238.75 ****238.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Glenn H. Lau

4/23/96

352-622-4006