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TERESA 97 FLORIDA DIVISION OF CORPORATIONS
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((H97000011041 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 385-6761

FAX #:

NAME: MOTION DISPLAY SYSTEM LIMITED COMPANY AUDIT NUMBER.....H97000011041 DOC
TYPE.....LIMITED LIABILITY COMPANY CERT. OF STATUS..0
PAGES..... 4 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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97 JUL -7 AM 11:03
TALLAHASSEE, FLORIDA

Bm 7/7/97

**ARTICLES OF ORGANIZATION
OF
MOTION DISPLAY SYSTEM LIMITED COMPANY**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is MOTION DISPLAY SYSTEM LIMITED COMPANY ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of the expiration of ten (10) years from the date of filing hereof, or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the members.
3. Mailing address and Street Address. The Company's mailing and street address is c/o Frederic M. Barthe, P.A., 888 S.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33316.
4. Registered Agent and Office. The name of the initial registered agent of the Company is FREDERIC M. BARTHE. The street address of the initial registered agent of the Company is 888 Southeast 3rd Avenue, Suite 400, Ft. Lauderdale, Florida 33316.
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

Prepared by:
FREDERIC M. BARTHE, ESQ.
Florida Bar No.: 959456
888 S.E. 3rd Avenue, Suite 400
Ft. Lauderdale, Florida 33316
Tel.: (954) 524-6666
Fax: (954) 524-6665

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7. Management of the Company. The Company shall initially be managed by the following person or entity who shall serve as manager until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address:

PHILLIPE PANTANELLA
c/o Frederic M. Barthe, P.A.
888 S.E. 3rd Avenue, Suite 400
Fort Lauderdale, Florida 33316

Thereafter, the Company shall be managed by one managing member who shall be elected annually as provided in the regulations.

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of July 1, 1997.

By:


PHILLIPE PANTANELLA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

The undersigned Member or authorized representative of MOTION
DISPLAY SYSTEM LIMITED COMPANY deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is none; and
- 4) the total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.

PHILLIPE PANTANELLA
Member

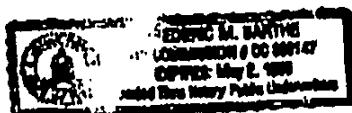
By: Phillipe Pantanella

(in accordance with section 608.008(3), Florida Statutes,
the execution of this affidavit constitutes an affirmation
under the penalties of Perjury that the facts stated herein
are true.)

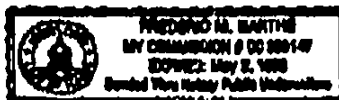
STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly
authorized in the State aforesaid and in the County aforesaid to
take acknowledgments, personally appeared PHILLIPE PANTANELLA,
Member of MOTION DISPLAY SYSTEM LIMITED COMPANY, who produced
proper identification and who executed the foregoing instrument and
he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County last
aforesaid this 1 day of July, 1997.



Fredrick M. Banting
Signature of Notary Public



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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: MOTION DISPLAY
SYSTEM LIMITED COMPANY.
2. The name and address of the registered agent and office is:
FREDERIC M. BARTHE, Esq. 888 Southeast 3rd Avenue, Suite 400,
Fort Lauderdale, Florida 33316.

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.


FREDERIC M. BARTHE

7/1/97
(Date)

97 JUL -7 AM 11:03
TALLAHASSEE, FLORIDA

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