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OFFICES OF
AURORA ARES
PROFESSIONAL ASSOCIATION
SUITE 200
21 SOUTHEAST FIRST AVENUE
MIAMI, FLORIDA 33131

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April 3, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002480102--7
-04/08/98--01095--006
****285.00 ****285.00

Dear Sir or Madam:

Enclosed please find the Articles of Organization, the Affidavit of Membership and the Acceptance of the Registered Agent for FLA Filmworks, L.C. Also enclosed is a check for \$285.00.

Please file these documents and send me a letter of acknowledgment.

Thank you for your attention to this matter.

Sincerely,

Aurora Ares

AURORA ARES

AA/slc

L98-444

Name	PR 4-8
Availability	
Document Examiner	PR
Updater	PR
Updater Verifier	PR
Acknowledgment	PR
W. P. Verifier	PR

ARTICLES OF ORGANIZATION
OF
FLA Filmworks, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be FLA Filmworks, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 2030 Park Avenue, No. G15, Miami Beach, FL 33139.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate as provided in Article VIII, below.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Susan Braun, 2030 Park Avenue, No. G15, Miami Beach, FL 33139.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, insanity, bankruptcy, retirement, resignation or expulsion of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Susan Braun, 2030 Park Avenue, No. G15, Miami Beach, FL 33139.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Dade County, Florida, on this 19 day of February, 1998



Susan Braun

STATE OF FLORIDA
COUNTY OF DADE

Sworn to (or affirmed) and subscribed before me this 19
day of February, 1998, by Susan Braun.

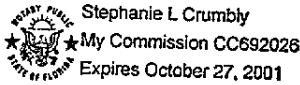
Stephanie L. Crumbly
Notary Public -- State of Florida

Stephanie L. Crumbly
Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known _____ OR Produced Identification ☒

Type of Identification Produced
Driver's License

(SEAL)



STATE OF NEW JERSEY
COUNTY OF Bergen

Jeff Andrew Braun
Jeff Andrew Braun

Sworn to (or affirmed) and subscribed before me this 21st
day of March, 1998, by Jeff Andrew Braun.

Rita Vanore
Notary Public -- State of New Jersey

RITA VANORE
Notary Public of New Jersey
Commission Expires Nov. 4, 2000

Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced

(SEAL)

Exhibit A

Jeff Andrew Braun

Cash Contribution \$30,000

Susan Braun

Services Valued at \$15,000

FILED

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FLA Filmworks, 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 \$30,000.
3. If any, the agreed value of property other than cash contributed by member(s) is \$15,000. A description of the property is attached as Exhibit A and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$75,000.
This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 2/19/98

STATE OF FLORIDA
COUNTY OF DADE



Susan Braun

Sworn to (or affirmed) and subscribed before me this 19
day of February, 1998, by Susan Braun.



Notary Public -- State of Florida

Stephanie L. Crumbly

★ My Commission CC692026

Expires October 27, 2001

Print, Type or Stamp

Commissioned Name of Notary Public

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced Driver's License

(SEAL)

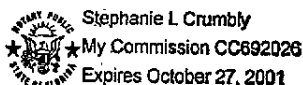


Exhibit A

Susan Braun shall contribute services as writer, director and producer of a feature length film to be produce by the Company. Such services are initially valued at \$15,000.

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of FLA Filmworks, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Susan Braun
Registered Agent

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