

L98000000552

CAMPBELL AND HEAVENER, P.A.

ATTORNEYS AND COUNSELORS AT LAW
1211 SEMORAN BOULEVARD
SUITE 171
CASSELBERRY, FLORIDA 32707

JOHN M. CAMPBELL
MAC D. HEAVENER, III

TELEPHONE
(407) 679-1422
FACSIMILE
(407) 679-2264

April 28, 1998

200002506912--3

-04/30/98--01086--001
****337.50 ****337.50

Division of Corporations
Florida Department of State
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

FILED
98 APR 30 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Organization - SILK PURSE PICTURES, L.C.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Organization for the SILK PURSE PICTURES, INC. Please file the original and return a certified copy to me. A check in the amount of \$337.50 for the filing fee is also enclosed.

If you have any questions or need further information, please do not hesitate to contact me. Thank you.

Very truly yours,

John M. Campbell

John M. Campbell

JMC/clb
Enclosures

ARTICLES OF ORGANIZATION

SILK PURSE PICTURES, L.C.

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby, adopt the following Articles of Organization:

ARTICLE I. - NAME

The name of the limited liability company is Silk Purse Pictures, L.C. (the "Company").

ARTICLE II. - ADDRESS

The mailing and street address of the Company's principal office is:

4301 Vineland Road
Suite E-3
Orlando, Florida 32811

ARTICLE III. - DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, (iv) upon the occurrence of any other event which pursuant to the Florida Statutes terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of all the remaining Members of the Company, or by amendment of these Articles of Organization with the consent of all of the remaining Members providing for the continued existence of the Company.

ARTICLE IV. - PURPOSE

The purposes for which the Company is being formed are to produce a full length motion picture and to otherwise engage in any lawful business or activity related thereto; and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. - REGISTERED AGENT AND OFFICE

The Company designates 1211 Semoran Boulevard, Suite 171, Casselberry, Florida 32707, as the street address of the initial registered office of the Company and names John M. Campbell as the Company's initial registered agent.

FILED
98 APR 30 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. - ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company. No transfer of a Member's interest shall be permitted except in accordance with the Regulations of the Company.

ARTICLE VII. - MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the Manager is as follows:

Jon E. Binkowski

4301 Vineland Road
Suite E-3
Orlando, Florida 32707

Such Manager shall serve in such capacity until his successor is duly elected and qualified in accordance with the Regulations of the Company.

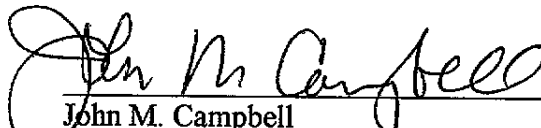
ARTICLE VIII. - REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company so authorized under the Regulations of the Company.

ARTICLE IX. - AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(2), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 28th day of April, 1998.



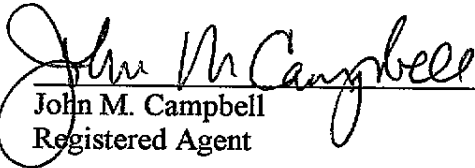
John M. Campbell
Authorized Representative of Member

FILED
98 APR 30 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for Silk Purse Pictures, L.C., a Florida limited liability company, at the place designated in Article V, I hereby accept the appointment as registered agent and agree to act in that 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.

Dated this 28th day of April, 1998.



John M. Campbell
Registered Agent

FILED
98 APR 30 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

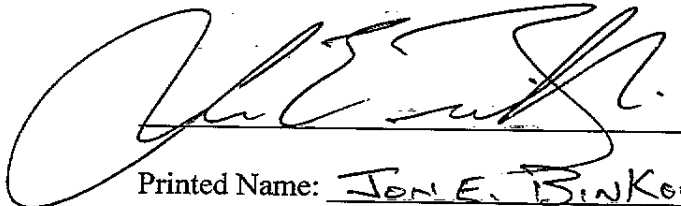
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF ORANGE

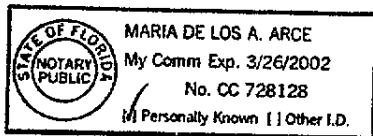
The undersigned, being first duly sworn, deposes and says:

1. That he is a Member of Silk Purse Pictures, L.C., a Florida limited liability company (the "Company");
2. That the Company has at least two Members;
3. That the Members of the Company have contributed Twenty Five Thousand Dollars (\$25,000.00) to the capital of the Company; and
4. That the members of the Company are expected to contribute no additional capital to the Company, but new members may be added and contribute additional capital as allowed in the Articles of Organization and Regulations of the Company.



Printed Name: JON E. BINKOWSKI

The foregoing instrument was acknowledged before me this 27 day of April, 1998, by MARIA ARCE who is personally known to me and who did take an oath.



Maria de los A. Arce
Notary Public - State of Florida