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HARVEY L. LASKY

ATTORNEY AT LAW
9700 SOUTH DIXIE HIGHWAY
SUITE 550
MIAMI, FLORIDA 33156
(305) 670-6238

FAX: (305) 670-6167

July 22, 1998

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Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Articles of Organization of Another Angle Productions, L.L.C.

Gentlemen:

Enclosed please find the following:

1. Original and 2 duplicate Articles of Organization, Certificate of Designation of Registered Agent/Registered Office, Affidavit of Membership and Contributions and Description of Property Other Than Cash..
2. My trust account check payable to your order in the amount of \$285.00 for the filing fee and designation of registered agent fee.

Please provide my office with a stamped Articles of Organization. I am enclosing a self-addressed stamped envelope for your convenience.

Thank you.

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DIVISION OF CORPORATIONS
98 JUL 24 PM 1:53

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Sincerely yours,

Harvey L. Lasky /HLL

Harvey L. Lasky

HLL:jrl
Enc.

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

**ARTICLES OF ORGANIZATION OF
ANOTHER ANGLE PRODUCTIONS, L.L.C.**

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ARTICLE I

Name

The name of the limited liability company ("Company") is ANOTHER ANGLE PRODUCTIONS, L.L.C..

ARTICLE II

Address

The mailing and street address of the Company's principal office is 7060 S.W. 48th Lane, Miami, FL 33155

ARTICLE III

Duration

The period of duration for the Company is twenty-five years, beginning on the date these Articles of Organization are file by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is JOSEPH ADLER. The address of Company's registered office in Florida is 7060 S.W. 48th Lane, Miami, FL 33155.

ARTICLE V

Management

The Company is to be managed by a manager. The initial manager will serve until he has been removed as provided in these Articles. The initial manager is identified as follows:

JOSEPH ADLER, whose address is 7060 S.W. 48th Lane, Miami, FL 33155.

ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only if recommended by the Manager and on the written consent of a majority of the existing members, and the Manager shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

Continuation of Existence

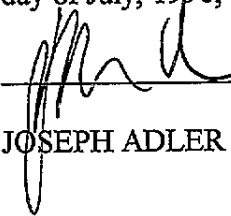
The remaining members of the Company ave the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the Company. The business may be continued on the written consent of a majority of the remaining members.

ARTICLE VIII

Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article V.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 14 day of July, 1998, at Miami, Florida.



JOSEPH ADLER

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**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.

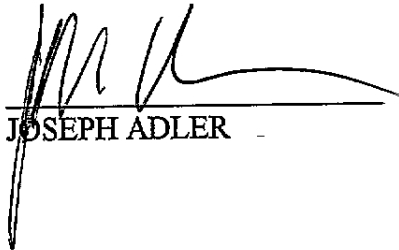
1. The name of the limited liability company is: ANOTHER ANGLE PRODUCTIONS, L.L.C.
2. The name and address of the registered agent and office is:

JOSEPH ADLER

7060 S.W. 48th Lane

Miami, FL 33155

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.


JOSEPH ADLER

July 7, 1998

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ANOTHER ANGLE PRODUCTIONS, L.L.C. deposes and says:

- 1) the above named liability company has a least two members
- 2) the total amount of cash contributed by the member(s) is \$ 50,000.00
- 3) if any, the agreed value of property other than cash contributed by Members(s) is \$400,000.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by Member(s) is \$800,000.00
This total includes amount from 2 and 3 above.



Signature of Member JOSEPH ADLER

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.

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DESCRIPTION OF PROPERTY OTHER THAN CASH

Concept for Production
Development of Concept and development for production
Co-authorship of script and co-editing of script
Services rendered as producer

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