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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Visual Works, LLC

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DIVISION OF CORPORATIONS
FILING

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>LLC</u>

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J. MICHAEL CORPORATION

**ARTICLES OF ORGANIZATION
OF
VISUAL WORKS, L.L.C.**

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).

ARTICLE I - NAME

The name of this limited liability company is VISUAL WORKS, L.L.C. (the "Company").

ARTICLE II - DURATION

The Company shall exist from the date of filing these Articles with the Florida Department of State until dissolved by the Members or until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining Members.

ARTICLE III - ADDRESS

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

9360 Sunset Drive
Suite 212
Miami, Florida 33173

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent is NATIONSCORP REGISTERED AGENTS, INC. The street address of the Company's initial registered agent is:

526 East Park Avenue
Tallahassee, Florida 32301

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted to the Company, but only if all of the Members agree to the admission of the additional Members and to the terms of admission.

ARTICLE VI - MEMBERS' RIGHT TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled or 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.

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ARTICLE VII - MANAGEMENT

The management of the Company is reserved to the Company's members. The name and addresses of the initial sole managing member of the Company are:

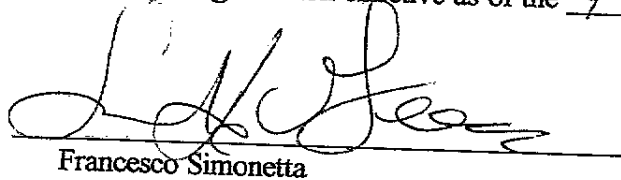
Name of Member

Address

Francesco Simonetta

9360 Sunset Drive
Suite 212
Miami, Florida 33173

The undersigned Member has executed these Articles of Organization effective as of the 9th day of December, 1998.



Francesco Simonetta

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for VISUAL WORKS, L.L.C. at the place designated in its Articles of Organization, 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.

Dated this 16 day of December, 1998.

NATIONSCORP REGISTERED AGENTS, INC.

By: 

Name: Betty B. Young

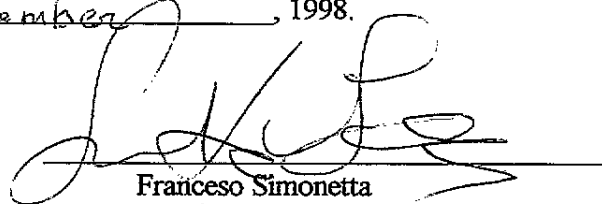
Title: Assistant Secretary

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of VISUAL WORKS, L.L.C. (the "Company"), deposes and says:

1. The Company has at least one Member.
2. No cash has been contributed by the Members.
3. No property other than cash has been contributed by Members.
4. The total amount of cash or property anticipated to be contributed by members is \$53,000. This total includes the amounts from paragraph 2 and 3 above.

Understanding that, under Section 608.408(3) of the Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true, I hereby execute this Affidavit this 7th day of December, 1998.


Franceso Simonetta