

L990000001569

HOWARD A. CAPLAN
Attorney, P.A.

3900 Atlantic Blvd.
Jacksonville, Florida 32207
(904) 346-1670
(904) 346-1671 Facsimile
E-mail: HACaplan@aol.com

Licensed in
Florida &
Tennessee

March 11, 1999

mail Address Ant. #
00789-0117-00524-00671

d15

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

800002805338--9

-03/15/99--01027--010

285.00 *285.00

Dear Sir or Madam:

Enclosed please find the Articles of Organization of DreamSound Pictures, LLC. along with the statement of registered agent, affidavit and check for the appropriate fee.

Sincerely,

Howard A. Caplan
Howard A. Caplan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 AM 10:44

HAC/mt
enclosures

Howard Caplan GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article III - Add mailing Address -
DATE 3/19/99 - Affidavit - #5 Anticipated
DOC. EXAM mch Contributions

Name	_____
Availability	_____
Document Examiner	_____
Updater	_____
Updater Verifier	_____
Acknowledgement	_____
W. P. Verifier	_____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 AM 10:44

ARTICLES OF ORGANIZATION
OF
DREAMSOUND PICTURES, LLC

The undersigned organizer of these Articles of Organization, a natural person competent to contract, and authorized representative of the initial members hereof, hereby presents these Articles for the formation of a for profit limited liability company under the Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I

The name of the Company is DreamSound Pictures, LLC.

ARTICLE II

This Company shall exist perpetually.

ARTICLE III

The principal office of the Company initially will be at 101 Century 21 Drive, Suite 218, Jacksonville, FL 32216. The principal office may be moved to any address that the members shall choose, provided however that the principal office shall be in the State of Florida. The address listed above shall also serve as the mailing address.

ARTICLE IV

The registered office shall be and the registered agent at that same address are:

Agent

Howard A. Caplan, Attorney, P.A.

Registered Office Address

3900 Atlantic Blvd.
Jacksonville, FL 32207

ARTICLE V

The members of the Company may admit new members upon unanimous consent of the current members.

ARTICLE VI

The death, incapacity, retirement, resignation, expulsion, bankruptcy, dissolution, or occurrence of any other event that terminates the continued membership of a member shall not prevent the remaining members from continuing to operate the Company.

ARTICLE VII

The management of the Company will be vested in managers. The names and address of the initial managers are:

<u>Name</u>	<u>Address</u>
Michael Anderson	101 Century 21 Drive Suite 218 Jacksonville, FL 32216
Eric Wood	101 Century 21 Drive Suite 218 Jacksonville, FL 32216

ARTICLE VIII

The general nature of the business that will be transacted by the Company is any legally permissible activity, including motion picture production.

ARTICLE IX

The names and addresses of the initial members and their initial contributions are:

Michael Anderson	101 Century 21 Drive Suite 218 Jacksonville, FL 32216	\$10,000.00
------------------	---	-------------

Eric Wood

101 Century 21 Drive
Suite 218
Jacksonville, FL 32216

\$10,000.00

ARTICLE X

The name and address of the organizer and person signing these Articles of Organization are:

Name

Address

Howard A. Caplan, Attorney, P.A.

3900 Atlantic Blvd.
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned organizer has executed
these Articles of Organization, this 11th day of March, 1999.

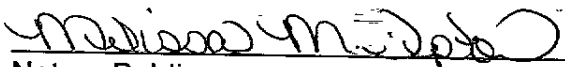

Howard A. Caplan

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing Articles of Organization were executed and acknowledged before me
this day by the organizer, Howard A. Caplan, to me personally known.

WITNESS my hand and seal this 11th day of March, 1999.


Notary Public

My Commission Expires: 12/6/02



Melissa M Tipton
My Commission CC794985
Expires December 6, 2002

ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

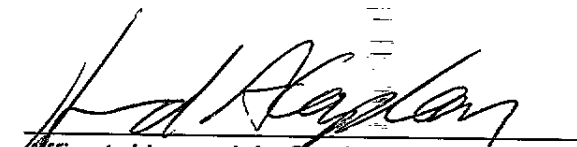
Having been named to accept service of process for the above stated company, at the place designated in the Articles of Organization to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

 3/11/99
Howard A. Caplan, Attorney, P.A. Date


AFFIDAVIT

The undersigned, Howard A. Caplan, upon oath or affirmation, does hereby state that:

- 1) I am the authorized representative of and attorney for Michael Anderson and Eric Wood, the members of DreamSound Pictures, LLC and DreamSound Pictures, LLC.
- 2) DreamSound Pictures, LLC has at least one member.
- 3) The actual cash contributed to the company is \$2,000.00.
- 4) The agreed value of all cash and property contributed to the company is \$20,000.00. The non-cash property contributed to the company is services having a value of \$18,000.00.
- 5) The members do anticipate contributing additional cash or property to the company. \$20,000,000.00, this includes amounts from 3 & 4 above.
- 6) This affidavit is made 11th day of March, 1999.


Affiant: Howard A. Caplan

SWORN OR AFFIRMED TO and subscribed before me by Howard A. Caplan, known to me on this 11th day of March, 1999.


NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF DUVAL

My Commission Expires: 12/6/02



Melissa M Tipton
My Commission CC794985
Expires December 6, 2002