

PARALLEL PRODUCTIONS, L.C.

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JUNE 14, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 16 AM 11:44

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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RE: Parallel Productions, L.C.

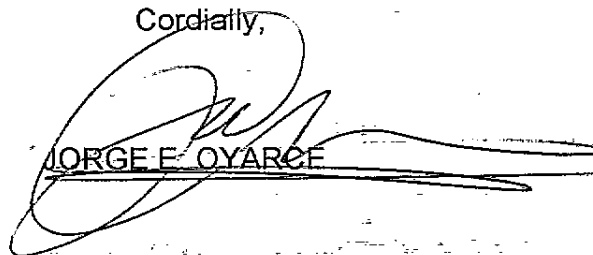
Dear Sir or Madam:

Enclosed please find the following documents in connection with the following of the above-referenced Limited Liability Company:

1. Original and copy of Articles of Organization of Parallel Productions, L.C.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent and Registered Office.
4. Money Order in the amount of Two Hundred Ninety three & seventy-five Cents (\$293.75) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the Express Mail stamped envelope provided. Thank you for your prompt attention to this matter.

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

Cordially,

JORGE E. OYARCE

ARTICLES OF ORGANIZATION
PARALLEL PRODUCTIONS, L.C.

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ARTICLE I
NAME

The name of the Limited Liability Company is PARALLEL PRODUCTIONS, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 134 Salamanca Avenue, Suite 5-B, P.O. Box 5403 Coral Gables, FL 33114.

ARTICLE III
DURATION

The Period of duration for the Liability Company shall be perpetual.

ARTICLE IV
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Jean Tourigny, whose address is 134 Salamanca Avenue, Suite 5-B, P.O. Box 5403, Coral Gables, FL 33114.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Member shall be admitted to the Limited Liability Company during the period of its existence. New Member may be admitted pursuant to a vote of not less than 100% of the total existing ownership interest in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

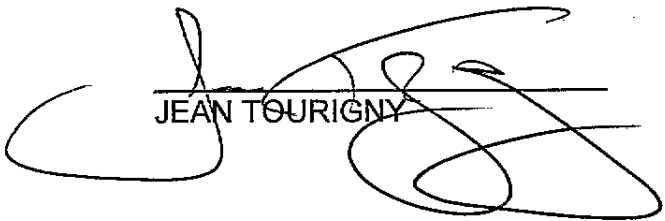
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is PARALLEL PRODUCTIONS, L.C.

2.- The name and address of the Registered Agent and office is:

Jean Tourigny
134 Salamanca Avenue
P.O. Box 5403
Coral Gables, Florida 33114

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.


JEAN TOURIGNY

6/14/99

DATE

ORGANIZATIONAL MEETING OF
ALL OF THE MEMBERS OF
PARALLEL PRODUCTIONS, L.C.

The undersigned Member of PARALLEL PRODUCTIONS, L.C. a Limited Liability

Company organized and existing under the laws of the State of Florida (the "Company"), as of June 14, 1999, hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned waive all formal requirements including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

2. The regulations attached to this corporate action are hereby adopted as the regulations of this Company.

3. The specimen membership certificate and the company seal thereon as attached hereto are hereby adopted as the membership certificate and seal of this company.

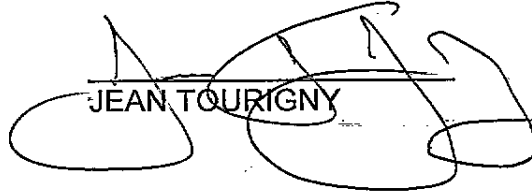
4. Jean Tourigny is elected to serve as Managing Member of the Company until removed or until his successor be duly elected and qualified.

5. The Managing Member is authorized to open bank accounts on behalf of the Company.

6. RESOLVED: That in consideration of the payment set forth below, the managing Member is authorized to issue membership certificates to the following entity and person and in the following amounts for the consideration paid as indicated:

<u>Name</u>	<u>Consideration</u>
Jean Tourigny	<u>\$100.00</u> and other valuable consideration

7. The action contained herein shall be effective as of the 14 day of June 1999.


JEAN TOURIGNY

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of Parallel Productions, L.C. deposes and says:

- 1.- The above-named Limited Liability Company has at least two Members
- 2.- The total amount of cash contributing by the Member is \$100.
- 3.- The agreed value of property other than cash contributing by a member is \$0.
- 4.- The total amount of cash or property anticipated to be contributing by the Members is \$100. This total includes amount from items 2 and 3 above.



JEAN TOURIGNY Managing Member

(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.)