

L99000005455

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**LIMITED LIABILITY COMPANY**

coquina pictures, lc

mtm  
9/1

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 31, 1999

EMPRIE CORPORATE KIT

SUBJECT: COQUINA PICTURES, LC  
REF: W99000020230

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please amend the date the company will commence its existence in Article Two, it cannot be more than 5 days prior to the file date, August 31st.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

FAX Aud. #: E99000021817  
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Articles of Organization

for

COQUINA PICTURES, LC

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

Article One

Name

The name of this company shall be COQUINA PICTURES, LC

Article Two

Commencement and Duration of Existence

This company shall commence its existence on August 31, 1999, subject to confirmation of the filing of these Articles of Organization with the Florida Secretary of State, Division of Corporations. *8/31/99*

The period of this company's duration shall be perpetual, and shall survive the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

Article Three

Address

The mailing and street address of the company is:

5401 South Kirkman Road  
Suite 365  
Orlando, Florida 32819

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Article Four  
Registered Agent and Office

The name and street address of the initial registered agent and office for this company is as follows:

William L. Whitacre  
1000 Universal Studios Plaza  
Building 22A, Suite 247  
Orlando, Florida 32819-7610

Article Five  
Admission of Additional Members and Terms and Conditions of such Admissions

Additional members may be admitted only 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 Operating Agreement of this Company.

Article Six  
Right to Continue

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member of the Company, the Managers may continue the business of the Company.

Upon the termination of the continued membership of a member, the business of the company shall be continued for the benefit of all the remaining members and for the benefit of any transferee, assignee, or beneficiary of the member whose membership has terminated.

Article Seven  
Management of the Company

The business of the Company shall be managed by two Managers. The initial Managers of this Company, who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

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DIVISION OF CORPORATE AFFAIRS  
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Names	Addresses
Nader Realty & Investments, Inc.	5401 South Kirkman Road Suite 365 Orlando, FL. USA 32819
Enosis Consulting & Media Production, Inc.	3059 Ash Park Loop Winter Park, FL. USA 32792

Article Eight  
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

Article Nine  
Regulation of the Company

The power to adopt, alter, amend or repeal the Regulations of this Limited Liability Company shall be vested in the Managers of this Company. Regulations adopted by the Managers of this Company may be repealed or altered, and new Regulations may be adopted by the Managers.

Article Ten  
Informal Action of Managers

Any action of the Managers authorized to be taken by these Articles of Organization, and the Regulations adopted incident hereto may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Managers, and filed with the records of the Company.

Article Eleven  
Contracting Debt

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers.

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STATE OF FLORIDA  
DIVISION OF CORPORATE  
REGISTRATION

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Article Twelve  
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner permitted in the Operating Agreement. Upon such transfer or assignment, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member of the Company being duly evidenced to the Managers of this Company the assignee, transferee, or beneficiary shall be recorded as a Member of this Company and shall be entitled to receive the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

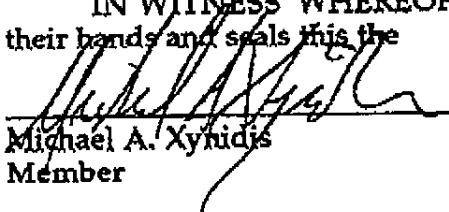
Article Thirteen  
Withdrawal or Reduction of Member's Contribution of Capital

A Member shall not receive out of the Company property any part of his or its contribution to capital until all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company is available to pay them. A Member shall be entitled to the return of his or its contribution, as well as his or its equity sharing distribution, in the manner provided for in the Operating Agreement.

Article Fourteen  
Operating Agreement

There shall be an Operating Agreement limiting the number of Members of this Company, setting forth the conditions for becoming a Member of this Company, setting forth the terms and conditions pursuant to which this Company shall be capitalized by contributions of capital and/or services of Members, and providing for the manner in which capital contributions shall be returned, as well as the manner of profit sharing between Members of this Company. The structure, terms, and conditions of the Operating Agreement shall be approved by the Managers of this Company prior to the acceptance by this Company of any capital contribution. Upon the acceptance of any capital contribution by this Company, the structure, terms, and conditions of the Operating Agreement may not be modified except with the written consent of all Members.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and seals this the day of August, 1999.

  
Michael A. Xynidis  
Member

  
Michael A. Nader  
Member

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Acceptance of Registered Agent for

COQUINA PICTURES, LC

Having been named as Registered Agent and to accept service of process for the limited liability company, COQUINA PICTURES, LC 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.



William L. Whitacre

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Affidavit


Pursuant to Florida Statute 608.407 (2)

State of Florida  
County of Orange

Before the undersigned authority personally appeared Affiant, Michael A. Xynidis who having been sworn, on oath says:

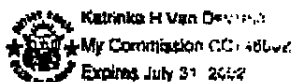
1. That he is a member of COQUINA PICTURES, LC, a Florida Limited Liability Company.
2. That COQUINA PICTURES, LC has at least two members, who have signed the Articles of Organization of this Company.
3. That the amount of cash contributed by the members is Two Hundred Fifteen Dollars (\$215). There is no other property other than cash.

Further Affiant sayeth naught.

  
Michael Xynidis, Member  
COQUINA PICTURES, LC  
A Florida Limited Liability Company

Sworn to and subscribed before me this the      day of August, 1999 by Michael A. Xynidis, who is personally known to me, and who has produced as identification, Florida Driver's License No. FOL X532-558-56-4590

  
Signature of Notary



Print, Type, or Stamp  
Commissioned Name of Notary Public

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