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Division of Corporations

EMPIRE CORPORATE KIT

P.02/02
Page 1 of 2

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY

revenge.com, lc

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$285.00

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EMPIRE CORPORATE KIT

P.01/09



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 1999

EMPIRE CORPORATE KIT

SUBJECT: REVENGE.COM, LC
REF: W99000020228

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.

In Article Two, you state that the company shall commence its existence on August 1, 1999, however, the effective date of the company cannot be more than 5 days prior to the date filed with this office. Please choose an effective date no more than 5 days before 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. #: H99000021824
Letter Number: 399A00043449

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Articles of Organization

for

REVENGE.COM, 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 REVENGE.COM, 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.

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 one Manager. The initial Manager of this Company, who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Names	Addresses
Coquina Pictures, LC	5401 South Kirkman Road Suite 365 Orlando, FL. USA 32819

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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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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.

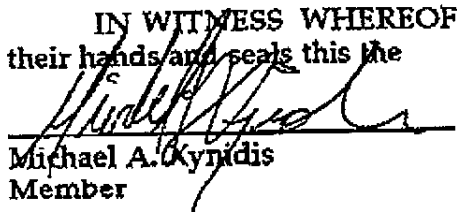
Article Thirteen
Withdrawal or Reduction of Member's Contribution of Capital

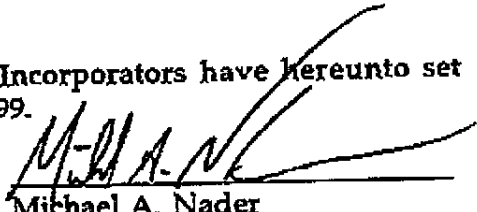
A Member shall not receive out of the Company property any part of his or its contribution to capital until all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company is available to pay them. A Member 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 16 day of August, 1999.


Michael A. Kynidis
Member


Michael A. Nader
Member

[4]

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H99000021824Acceptance of Registered Agent for

REVENGE.COM, LC

Having been named as Registered Agent and to accept service of process for the limited liability company, REVENGE.COM, 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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AND FINANCIAL SERVICES

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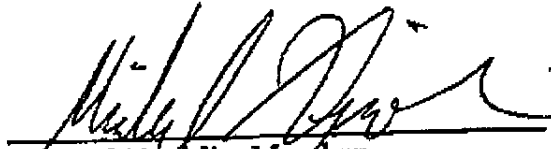
H99000021824**Affidavit****Pursuant to Florida Statute 608.407 (2)**

State of Florida
County of Orange

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

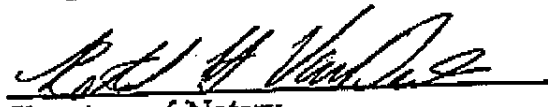
1. That he is a member of REVENGE.COM, LC, a Florida Limited Liability Company.
2. That REVENGE.COM, LC has at least two members, who have signed the Articles of Organization of this Company.
3. That the amount of cash contributed by the members is Two Hundred Dollars (\$200). There is no other property other than cash.
4. That the amount anticipated to be contributed by the members is Six Hundred Thousand Dollars (\$600,000).

Further Affiant sayeth naught.

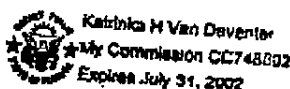

Michael Xynidis, Member
REVENGE.COM, LC
A Florida Limited Liability Company

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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. FDL582-558-5C-459-0


Signature of Notary

Print, Type, or Stamp
Commissioned Name of Notary Public

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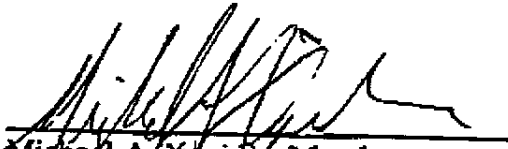
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Exhibit "A"
to
Affidavit

Pursuant to Florida Statute 608.407 (2)

The property other than cash contributed by the members, of an agreed value of \$20,000.00, which is set forth on the foregoing Affidavit, is described as follows:

**FEATURE LENGTH MOTION PICTURE SCRIPT ENTITLED
"REVENGE.COM" VALUED AT TWENTY THOUSAND DOLLARS
(\$20,000.00).**



Michael A. Xynidis, Member
REVENGE.COM/LC
A Florida Limited Liability Company

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