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ATTORNEYS AT LAW

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Reply to:
WILLIAM KENT IHRIG
DIRECT LINE: (813) 225-3036
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INTERNET: kihrig@broadandcassel.com

September 22, 1999

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-09/23/99--01081--004
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300002995393--9
-09/23/99--01081--005
*****30.00 *****30.00

Re: Articles of Organization of
Destiny Films, L.L.C.

W99-22250
L99-6255

Dear Sir or Madam:

Please find enclosed Articles of Organization for Destiny Films, L.L.C. and an Affidavit of Capital Contributions. I am also enclosing my client's checks totaling \$285.00 to cover the cost of filing the Articles and the Affidavit.

If you have any questions regarding the enclosures, please feel free to contact me at the above phone number.

Very truly yours,

BROAD AND CASSEL

William Kent Ihrig

William Kent Ihrig

WKI:sq
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 27, 1999

WILLIAM KENT IHRIG
BROAD AND CASSEL, ATTORNEYS AT LAW
100 NORTH TAMPA, SUITE 3500
TAMPA, FL 33602

SUBJECT: DESTINY FILMS, L.L.C.
Ref. Number: W99000022250

We have received your document for DESTINY FILMS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit you submitted does not contain all the information we require; attached is a blank application, Article VII of which is our affidavit. Please either complete this new application, or submit an affidavit that follows the format of Article VII. We are retaining the rest of your application and will use it with your corrected affidavit, or, if you prefer to use our form, we will use that rather than your previously-submitted document.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 499A00047090

ARTICLES OF ORGANIZATION

OF

DESTINY FILMS, L.L.C.

The undersigned desiring to form a limited liability company under, in accordance with and pursuant to the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, do hereby adopt these Articles of Organization as follows:

ARTICLE ONE--NAME

The name of the Limited Liability Company is:

Destiny Films, L.L.C.

ARTICLE TWO--DURATION

The duration of this Limited Liability Company shall be perpetual.

ARTICLE THREE--PRINCIPAL OFFICE

The principal office and mailing address for this Limited Liability Company is:

320 Golf Brook Circle, Suite 104
Longwood, Florida 32779

ARTICLE FOUR--INITIAL REGISTERED AGENT AND ADDRESS

A. The initial registered agent of the Limited Liability Company is:

William Kent Ihrig, Esquire

B. The street address of the initial registered agent of the Limited Liability Company is:

100 North Tampa Street, Suite 3500
Tampa, Florida 33602

ARTICLE FIVE--ADDITIONAL MEMBERS

The Limited Liability Company shall have the right to admit additional members upon approval of fifty-one percent (51%) of membership interests of the then existing members of the Limited Liability Company and as otherwise provided in the Limited Liability Company's Regulations.

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TALLAHASSEE FLORIDA

ARTICLE SIX--CONTINUED EXISTENCE

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon 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 in the Limited Liability Company.

ARTICLE SEVEN--MANAGEMENT

The management of the Limited Liability Company shall be reserved to the following members, whose names and addresses appear below, and who shall be designated as managing members:

Stephanie S. Albin
320 Golf Brook Circle, Suite 104
Longwood, Florida 32779


Andrea S. Miller
12420 Rochedale Lane
Los Angeles, California 90049

Diane Wheeler-Nicholson
219 Mulberry Street No. 19
New York, New York 10012

All other matters relating to the management and operation of the Limited Liability Company shall be as set forth in the Regulations of the Limited Liability Company or in a separate written Operating Agreement of the members, if any.

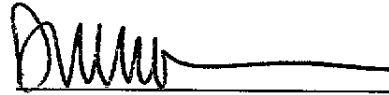
IN WITNESS WHEREOF, these Articles of Organization have been subscribed to this 1 day of September, 1999, by the undersigned who affirm that the statements made herein are true.


Stephanie S. Albin


Andrea S. Miller



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TALLAHASSEE FLORIDA

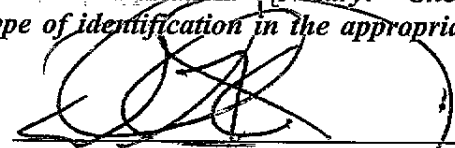


Diane Wheeler-Nicholson

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of September, 1999, by Stephanie S. Albin, who X is personally known to me or has produced as identification. [Notary: Check appropriate blank and if taking identification, enter the type of identification in the appropriate blank].



Notary Public

Printed Name of Notary

Serial Number

My Commission Expires:

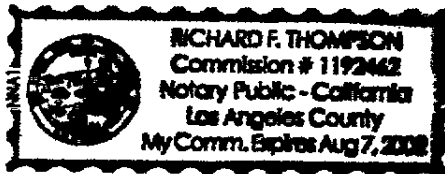
STATE OF CALIFORNIA)

COUNTY OF LOS ANGELES)



William Kent Ihrig
MY COMMISSION # CC708333 EXPIRES
January 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

THE FOREGOING INSTRUMENT was acknowledged before me this 9th day of September, 1999, by Andrea S. Miller, who is personally known to me or ✓ has produced CAL. DR. Lic S0298555 X 04-05-02 as identification. [Notary: Check appropriate blank and if taking identification, enter the type of identification in the appropriate blank].



Notary Public

RICHARD F. THOMPSON
Printed Name of Notary

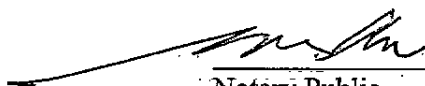
Serial Number

My Commission Expires: Aug 7-2002

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CLERK OF STATE
TREASURY OF FLORIDA

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

THE FOREGOING INSTRUMENT was acknowledged before me this ____ day of September, 1999, by Diane Wheeler-Nicholson, who ____ is personally known to me or ____ has produced NM DRIVER LICENSE 430 656 361 as identification. [Notary: Check appropriate blank and if taking identification, enter the type of identification in the appropriate blank].



Notary Public

Printed Name of Notary

Serial Number

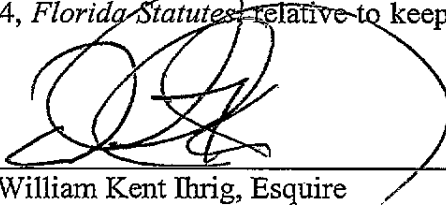
My Commission Expires:

GEORGE H. S. MA
Notary Public, State of New York
No. 31-4715092
Qualified in New York County
Commission Expires July 31, 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for Destiny Films, L.L.C., at the place designated in the foregoing Articles of Organization, I hereby accept to act in such capacity, and agree to comply with the provisions of Section 48.04, *Florida Statutes*, relative to keeping open said office.



William Kent Ihrig, Esquire

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
DESTINY FILMS, L.L.C.**

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Stephanie S. Albin, who, after being duly sworn as required by law, declares, deposes and says as follows:

1. I am over the age of majority and otherwise of full legal capacity to make and give this Affidavit, which is filed pursuant to *Florida Statutes* § 608.407(2).
2. I am named as a member of Destiny Films, L.L.C. in the foregoing Articles of Organization and said Limited Liability Company has at least one member.
3. That the total amount of the capital contributions of the members contributed to date is one thousand dollars (\$1,000.00).
(If contributions include other than cash, a description and agreed value of property must be attached.)
4. That the total amount of the capital contributions of the members anticipated to be contributed is

\$1,000.00

5. Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

Dated: 9/1/99


Stephanie S. Albin

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority, this 1st day of September, 1999, by Stephanie S. Albin, who ☒ is personally known to me or ☐ has produced _____ as identification and did take an oath. [Notary: check appropriate box and, if obtaining identification, fill in type or kind of identification obtained].


Notary Public

My commission expires:



William Kent Ihrig
MY COMMISSION # CC708333 EXPIRES
January 30, 2002

BONDED THROUGH TROY FARM INSURANCE, INC.
Printed Name of Notary

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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