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LIMITED LIABILITY COMPANY

ZOE PRODUCTIONS, L.L.C.

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Page Count	05
Estimated Charge	\$160.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ZOË PRODUCTIONS, L.L.C.**

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **ZOË PRODUCTIONS, L.L.C.** (the "Company"). The mailing address and street address of the principal office of the Company is 8410 Abbingtion Cicle, Suite A-11, Naples, Florida 34108.

ARTICLE II

DURATION

This Limited Liability Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be **TODD L. BRADLEY, Esq.**, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

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NAPLES, FLORIDA

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Todd L. Bradley, Esquire
Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501, Naples, FL 34108
(941) 514-1000
Florida Bar #0898007

FAX AUDIT # H99000026275 0**ARTICLE IV****MANAGEMENT OF COMPANY BUSINESS**

The business of the Company shall be managed by its members. Except as otherwise provided herein each member shall have the right to act for and bind the company in the ordinary course of its business. The members are Douglas S. Petrucci and Richard E. Petrucci. Douglas S. Petrucci shall have a fifty-one percent (51%) interest and Richard E. Petrucci shall have a forty-nine percent (49%) interest. The company's address is 8410 Abbington Circle, Suite A-11, Naples, Florida 34108.

ARTICLE V**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other members of the Company without obtaining the prior written consent of all members of the Company.

ARTICLE VI**ADDITIONAL MEMBERS**

The members shall have the right to admit additional members on terms and conditions approved by the prior written consent of all members of the Company.

ARTICLE VII**RIGHT TO CONTINUE BUSINESS OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of the Company, or upon the occurrence of any other event that terminates the continued

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Todd L. Bradley, Esquire

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membership of a member in the Company, the remaining member or members shall have the right to continue the business of the Company in accordance with the terms and conditions of a written agreement for the operation and management of the Company by and between its members.

ARTICLE VIII

AMENDMENTS

These Articles may be amended from time to time by the written consent of all members of the Company. The amendments shall be duly signed by all members of this Company and filed with the Florida Department of State.

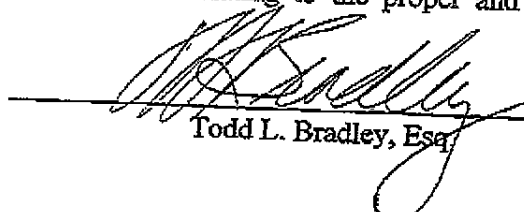
By: 

Douglas S. Petrucci, Member

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NOTARY PUBLIC
JAMES H. HARRIS

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for ZOË PRODUCTIONS, L.L.C., at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

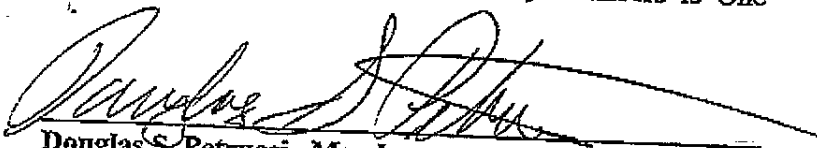

Todd L. Bradley, Esq.FAX AUDIT # H99000026275 0

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STATE OF FLORIDA)
COUNTY OF COLLIER) §§

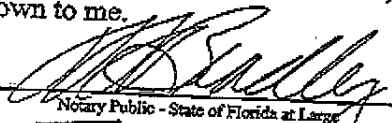
The undersigned, Douglas S. Petrucci, a member of ZOË PRODUCTIONS, L.L.C., hereby deposes and says:

- 1) The above-named Limited Liability Company, ZOË PRODUCTIONS, L.L.C., has at least one member.
- 2) The total amount of cash contributed by the members is One Hundred and No/100 Dollars ().
- 3) There is no Company property other than the cash contributed by members as provided in paragraph 2, above.
- 4) The total amount of cash or property to be contributed by members is One Hundred and No/100 Dollars ().

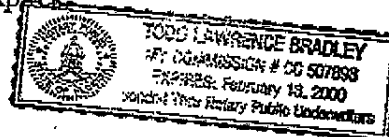

Douglas S. Petrucci, Member
ZOË PRODUCTIONS, L.L.C.

Sworn to and subscribed before me this 18 day of October, 1999, by DOUGLAS S. PETRUCCI, who is personally known to me.




Notary Public - State of Florida at Large
Todd L. Bradley
Printed Name of Notary Public

My Commission Expires:

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