

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

L9900000000994

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 10/25/99

REF. #: 0262 8806

CORP. NAME: Terre Nova Films, LLC.

700003023327
-10/25/99-01039-003
****155.00 ****155.00

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 25 AM 11:24

MJH

STATE FEES PREPAID WITH CHECK# 6263 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

RECEIVED
99 OCT 25 AM 10:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials _____

**ARTICLES OF ORGANIZATION
OF
TERRA NOVA FILMS, LLC**

The undersigned authorized representative hereby executes these Articles of Organization (“Articles”) for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the “Company”) shall be:

Terra Nova Films, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the Company shall be:

15 South Orange Avenue
Orlando, Florida 32801

and the mailing address of the Company shall be:

Post Office Box 720957
Orlando, Florida 32872

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33601 and the initial registered agent of the Company at such office shall be D. Michael O’Leary. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 25 AM 11:24

ARTICLE IV

Business and Purposes

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

ARTICLE V

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



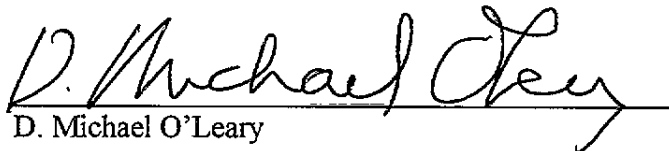
D. Michael O'Leary, Authorized Representative

TERRA NOVA FILMS, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 22nd day of October, 1999.


D. Michael O'Leary