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TRANSMITTAL LETTER

DATE: APRIL 28, 1998 TIME: 3:17 PM
TO: FLORIDA DEPT. OF STATE-QUALIFICATION/TAX LIEN SECTION

DIVISION OF CORPORATIONS- LLC

FROM: ELLY FRIEDMAN

BRIGHT LIGHT FILMS LLC

3520 BAYOU LOUISE LANE ,FL 34242 PHONE: 941-349-9493
FAX: 941-346-2583

RE/SUBJECT: TRANSMITTAL LETTER

THE ENCLOSED "APPLICATION BY A FORIEGN LIMITED LIABILITY CORPORATION TO
TRANSACTION BUSINESS IN FLORIDA"

\$250.00 application

\$ 35.00 Desigation of Registered agent

\$ 8.75 Certificate of Status

TOTAL: \$ 293.75 BLFLLC CK # 1043

RETURN ALL CORRESPONDANCE CONCERNING TO:

ELLY FRIEDMAN

BRIGHT LIGHT FILMS LLC

3520 BAYOU LOUISE LANE

SARASOTA - FLORIDA, 34242

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Name	
Availability	Should you need to call or fax concerning this matter:
Document Examiner	ELLY FRIEDMAN at Phone: (941) 349-9493 Fax: (941) 346-2583
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

MAILING ADDRESS: Quailfication/Tax lien Sectar LLC

Division of Corporations/Forgien LLC

P.O. box 6327

Tallhasse, FI 32314

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1998

ELLY FRIEDMAN
BRIGHT LIGHT FILMS LLC
3520 BAYOU LOUIS LANE
SARASOTA, FL 34242

SUBJECT: BRIGHT LIGHT FILMS LLC
Ref. Number: W98000010057

We have received your document for BRIGHT LIGHT FILMS LLC and your check(s) totaling \$293.75. However, the document has not been filed and is being retained in this office for the following:

The certificate of existence that we require must have the name of the limited liability company that you are trying to file. We receive the certificate for a T.L.M. Corporate Agents, Inc.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 798A00024580

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BRIGHT LIGHT FILMS LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. DELAWARE 3. 52-2071487
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12-20-97 5. 5 YEARS from date of filing
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 1-1-98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 3520 BAYOU LOUISE
SARASOTA FL 34247
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGRM] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

ELLY FRIEDMAN MANAGER
3520 BAYOU LOUISE
SARASOTA FL 34247

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of BRIGHT LIGHT
FILMS LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 63,000-;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 63,000-
(This total includes amounts from 2 and 3 above.)

Elly Friedman
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

ELLY FRIEDMAN

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BRIGHT LIGHT FILMS LLC

2. The name and the Florida street address of the registered agent and office are:

THOMAS G. GARRETT

(Name)

329 BERNARD AVE

Florida street address (P.O. Box NOT ACCEPTABLE)

SARASOTA

FL


34243

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

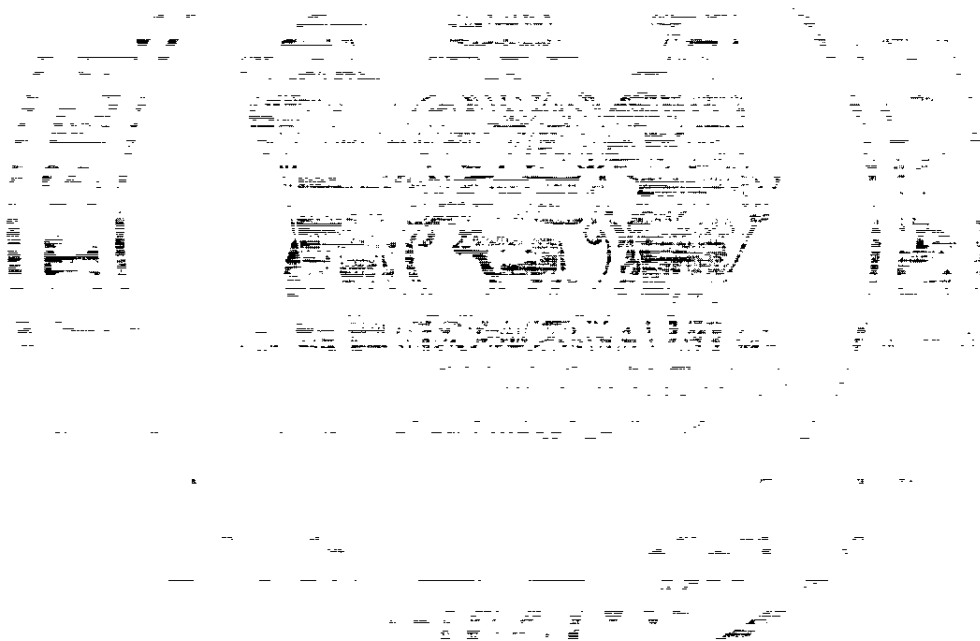


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIGHT LIGHT FILMS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 1998.



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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9075399

DATE: 05-12-98