



Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$300

**Certificate of Formation
Limited Liability Company**

Filed in the Office of the
Secretary of State of Texas
Filing #: 800813558 05/10/2007
Document #: 170121780003
Image Generated Electronically
for Web Filing

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

A. Emeric Productions, LLC

The name of the entity must contain the words "Limited Liability Company" or "Limited Company," or an accepted abbreviation of such terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 – Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be company named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

Alex Jones

C. The business address of the registered agent and the registered office address is:

Street Address:

910 W. Mary Austin TX 78704

Article 3 - Governing Authority

A. The limited liability company is to be managed by managers.

OR

B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Managing Member 1: **Alex Jones**

Title: **Managing Member**

Address: **910 W. Mary Austin TX, USA 78704**

Article 4 - Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

A. (1) The member(s) of the Company shall have the power, on behalf of the Company, to indemnify persons for whom indemnification is permitted by the Texas Limited Liability Company Law (the "Act"), including Section 101.402 of the Texas Limited Liability Company Law, to the fullest extent permissible under the Act, and may purchase such liability, indemnification and/or other similar insurance as the member(s) from time to time shall deem necessary or appropriate.

(2) The Company may purchase and maintain liability, indemnification and/or

other similar insurance on behalf of itself, and/or for any person who is or was a manager, member, officer, employee or agent of the Company or who is or was serving at the request of the Company as a director, manager, member, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against and/or incurred by the Company or person serving in such a capacity or arising out of his/her/its status as such a person or entity, whether or not the Company would otherwise have the power to indemnify such person against that liability.

(3) The power to indemnify and/or obtain insurance provided in this Provision "A" shall be cumulative of any other power of the members and/or any rights to which such a person or entity may be entitled by law, the Articles of Organization and/or regulations of the Company, contract, other agreement, vote or otherwise.

B. Pursuant to Section 101.114 of the Act, as amended, no member of the Company shall be liable, personally or otherwise, in any way to the Company or its members for monetary damages caused in any way by an act or omission occurring in the member's capacity as a member of the Company, except as otherwise expressly provided by Section 101.114 of the Act, as amended.

C. Any action required to be taken at any annual or special meeting of the member(s) of the Company, and/or any action that may be taken at any annual or special meeting of the member(s) of the Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members entitled to vote on the action were present and voted. Such action shall be taken in accordance with any applicable provisions of the Act.

D. The membership interests of the Company will be subject to restrictions on its transferability as set out in the regulations of the Company, which regulations will be kept with the records of the Company. The Company will provide a copy of the regulations without charge to any record holder of a membership interest upon written request addressed to the Company at its principal business office or its registered agent's address.

[The attached addendum, if any, is incorporated herein by reference.]

Organizer

The name and address of the organizer are set forth below.

David J. Sewell 7320 N. MoPac, Suite 211, Austin, Texas 78731

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

David J. Sewell

Signature of Organizer

FILING OFFICE COPY