

Document Number Only

A97000002214

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002323248-3
-10/17/97-01083-010
***1837.50 ***1837.50

FILED
DIVISION OF STATE
SECRETARY OF CORPORATIONS
97 OCT 13 PM 12:31

Landfall Films, Ltd.

B/C 10/13/97

A. TAX
FILING 125.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL \$187.50
BALANCE DUE
BANK
Withdrawal
Merger
Mark

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- () Profit
() NonProfit
() Limited Liability Co.
() Foreign

- () Amendment
() Dissolution
() Mark

- ☒ Limited Partnership
() Reinstatement

- () Annual Report
() Reservation

- () Other
() Change of R.A.
() Fictitious Name Filing

- ☒ Certified Copy

- () Photo Copies

- () CUS

- () Call When Ready
☒ Walk In
() Mail Out

- () Call if Problem
() Will Wait

- () After 4:30
☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/14

Buck

Please backdate to 10/13/97

Thank you!

Hope

RECEIVED
97 OCT 13 PM 12:29
DIVISION OF CORPORATION
RECEIVED
97 OCT 14 AM 11:13
DIVISION OF CORPORATION

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 13, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: LANDFALL LTD.
Ref. Number: W97000023327

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Films,
We have received your document for LANDFALL LTD. and check(s) totaling \$1837.50. However, your check(s) and document are being returned for the following:

✓ PLEASE HAVE THE CHECK SIGNED.,

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 597A00050019

*Buck,
Please back date to the
13TH of October! Thank you!*

*Hope
CT-Tallahassee*

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LANDFALL FILMS, LTD.**

The undersigned, for the purpose of forming a limited partnership under the laws of the State of Florida, does hereby certify:

1. The name of the limited partnership is:

Landfall Films, Ltd.

2. The address of the registered office of the limited partnership is:

**1632 Pennsylvania Ave.
Suite 201
Miami Beach, Florida 33139**

3. The name and address of the limited partnership's registered agent are:

**Donald Pierce Moore
1632 Pennsylvania Ave.
Suite 201
Miami Beach, Florida 33139**

4. The name, business address and mailing address of the general partner of the limited partnership are:

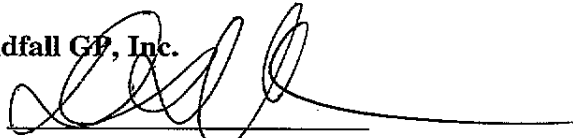
**Landfall GP, Inc.
1632 Pennsylvania Avenue, Suite 201
Miami Beach, Florida 33139**

5. The latest date upon which the limited partnership is to dissolve is 12 October 2007.

Dated: 13 October 1997.

GENERAL PARTNER:

Landfall GP, Inc.

By: 
David Doepel, President

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P97000036800

**AFFIDAVIT OF CONTRIBUTED CAPITAL
FROM LIMITED PARTNERS
OF LANDFALL Films, Ltd.**

1. As of 13 October 1997, the date of the filing of the Certificate of Limited Partnership for Landfall Ltd., the capital contributed to the limited partnership by the limited partners was as follows:

<u>Name of Limited Partner</u>	<u>Amount Contributed (U.S.\$)</u>
Echo Bridge Productions, Inc.	\$275,000
Total	\$275,000

2. Total amount of capital that is anticipated to be contributed to the limited partnership by the limited partners is U.S.\$665,000.

Date: 13 October 1997.

This Affidavit was executed by the sole general partner of the limited partnership as of the above date.

GENERAL PARTNER:

Landfall GP, Inc.

By: 
David Doepel, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Donald Pierce Moore, hereby accept the appointment of him as the registered agent in the State of Florida for Landfall^{FL, Inc.} Ltd., a Florida limited partnership (the "Partnership"). The office and address to be used by the undersigned as the registered office for the Partnership shall be:

Donald Pierce Moore
c/o Landfall GP, Inc.
1632 Pennsylvania Avenue, Suite 201
Miami Beach, Florida 33139

Dated: 13 October 1997


Donald Pierce Moore

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