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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

SCORFOR STATIONS
STORY OF STATIONS

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

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Buck, Please lack date to the 13 Itt of October! Thank you! Object-Tallahassee

CERTIFICATE OF LIMITED PARTNERSHIP

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

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

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

By:

Dated:13 October 1997.

GENERAL PARTNER:

Landfall G

David Doepel, President

P97000036800

AFFIDAVIT OF CONTRIBUTED CAPITAL FROM LIMITED PARTNERS

OF LANDFALL Films, Ltd.

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: Name of Limited Partner Amount Contributed (U.S.\$)

Echo Bridge Productions, Inc. \$275,000

\$275,000

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.

Total

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

GENERAL PARTNER:

Landfall &P/

David Doepel, President

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 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