

L000000005156

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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****125.00 ****125.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. 451 Acquisition L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



Walk in



Pick up time

5/5



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 MAY -5 AM 11:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 MAY -5 PM 5:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
451
5/5

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
415 ACQUISITION L.L.C.**

ARTICLE I - Name

The name of the Limited Liability Company is 415 Acquisition L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is c/o Miramax Films, 99 Hudson Street, New York, New York 10013.

ARTICLE III - Registered Agent and Office

The street address of the Corporation's initial registered office is NRAI Services, Inc. East Park Avenue, City of Tallahassee, State of Florida 32301, and the name of its initial registered agent at such office is NRAI Services, Inc.

ARTICLE V - Duration

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

ARTICLE IV - Management

The Company will be managed by a Manager who need not be a member.

ARTICLE V - Members Rights to Continue Business

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

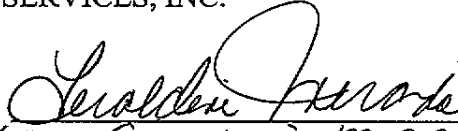
FILED
00 MAY -5 PM 5:14
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of 415 Acquisition L.L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.


NRAI SERVICES, INC.

By:


Name: GERALDINE MIRANDA
Title: ASST. Secy

Dated: May 4, 2000

In accordance with §608.408(3), Florida Statutes, the execution of this Articles of Organization by the undersigned member or authorized representative of a member of 415 Acquisition L.L.C. constitutes an affirmation under penalties of perjury that the facts stated herein are true.


Signature of a member or authorized
representative of a member
Kenneth M. Sklar, Authorized Representative

FILED
00 MAY - 5 PM '00
TALLAHASSEE FLORIDA
SECRETARY OF STATE