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LIMITED LIABILITY COMPANY

POSA FILMS INTERNATIONAL, L.L.C.

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**ARTICLES OF ORGANIZATION FOR
POSA FILMS INTERNATIONAL, L.L.C.**

ARTICLE I
NAME

The name of the Limited Liability Company is **POSA FILMS INTERNATIONAL, L.L.C.**

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 10680 w Pico Blvd, Suite 210, Los Angeles, California 90064.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the names and address of the Managing Member are Alexander Fiore, Mercedes Fiore, Santiago Riacchi and Carlos Vidal, 10680 w Pico Blvd, Suite 210, Los Angeles, California 90064.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **POSA FILMS INTERNATIONAL, L.L.C.**

2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, Esq.
Feldenkrais & Associates, P.A.
290 NW 165 Street
Plaza 100
Miami, Florida 33169

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.


MICHAEL FELDENKRAIS, ESQ.

04/12/01
DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

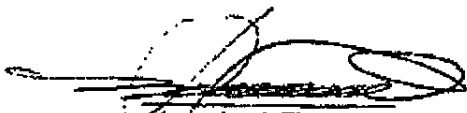
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ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.



Alexander A Fiore
Manning Member



Mercedes Fiore
Manning Member

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