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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

LIMITED LIABILITY COMPANY

IMAGE ENTERTAINMENT GROUP, L.L.C.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a Limited Liability Company pursuant to the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization of Image Entertainment Group, LLC, a Florida Limited Liability Company.

ARTICLE I. NAME OF ORGANIZATION

The name of this Limited Liability Company is

Image Entertainment Group, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of this Limited Liability Company is:

1900 Glades Road, Suite 280, Boca Raton, Florida 33431

ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and Florida Street address of the registered agent are:

Mr. Sergey Gurin

1900 Glades Road, Suite 280, Boca Raton, Florida 33431

Having been named as registered agent and to accept service of 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 as provided for in Chapter 608, F.S.



Signature of Registered Agent

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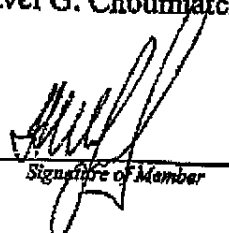
ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. Manager(s) is(are) to be appointed by the Board of Directors and in accordance with a written employment contract.

The name and address of a current managing member of Image Entertainment Group, LLC is:

Pavel G. Choumitcher

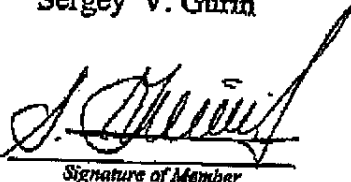
1817 S. Ocean Drive, 623
Hallandale, FL 33009


Signature of Member


Name of a Member

Sergey V. Gurin

20950-3 Via Azelia Drive,
Boca Raton, Florida 33428


Signature of Member


Name of a Member

ARTICLE V. DURATION

This Limited Liability Company shall commence its existence on the date these Articles of Organization are filed with Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in this Articles of Organization.

ARTICLE VI. PURPOSE AND POWER

The general purpose for which this Limited Liability Company is organized is to operate the business of Image Entertainment Group, LLC, and to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida.

ARTICLE VII. CAPITAL CONTRIBUTIONS AND MEMBERSHIP

Each member of Image Entertainment Group, LLC shall contribute to the capital of the Company and shall become a member only upon such contribution is made in full. No additional member shall be admitted to the Company except with the written consent of all the members of the Company, and upon such terms and conditions shall be determined by all members. A member may transfer his/her interest as set forth in the Operative Policies and

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Regulations of Image Entertainment Group, LLC, but the transferee shall have not have any right to participate in the management of the Company, unless an additional written employment contract agreed and signed. The transferee shall not become a member, unless all the members of the Company, other than the member proposing to dispose of his or her interest, approve and accept the transfer by a written consent. The existing members shall determine the amount and nature of the contributions proposed by new members at the time those new members are admitted.

ARTICLE VIII. CONTINUATION OF BUSINESS


The remaining members of Image Entertainment Group, LLC have right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the Company. The business operation may be continued only upon the written consent of the remaining members, otherwise the Company shall be dissolved.

ARTICLE IX. INDEMNIFICATION

Image Entertainment Group, LLC shall indemnify any officer, director, or member of the company to the full extent permitted by the law.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Having been named as Registered Agent and to accept service of 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 as provided for in Chapter 608, F.S.


Sergey V. Gurin
Registered Agent

EXECUTED IN TOWN OF BOCA RATON, STATE OF FLORIDA
THE UNITED STATES OF AMERICA
2001

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CLERK OF THE CIRCUIT COURT