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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

SANTANDER FILMS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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DIVISION OF CORPORATION

TALLAHASSEE, FLORIDA

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SANTANDER FILMS, LLC
420 Lincoln Road
Miami Beach, Florida 33139

July 17, 2002

Secretary of State, State of Florida
Division of Corporations

Re: Use of Name SANTANDER FILMS, LLC.

Ladies and Gentlemen:

On even date herewith the undersigned has filed articles of dissolution for the referenced corporation. Please allow this to serve as permission to allow the name SANTANDER FILMS, LLC to become immediately available for use.

Thank you for your attention to this matter.

Sincerely yours,

SANTANDER FILMS, LLC

BY: Flavio E. Santander
Flavio Enrique Santander, Manager

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**ARTICLES OF ORGANIZATION
OF
SANTANDER FILMS, LLC**

ARTICLE I

NAME

The name of the limited liability company shall be SANTANDER FILMS, LLC

ARTICLE II

MAILING AND STREET ADDRESS

The mailing address and the street address of the limited liability company is:

420 Lincoln Road
Miami Beach, Florida 33139

The limited liability company shall also have the power and authority to establish branch offices at such place or places both within and without the State of Florida as may be designated by the members.

ARTICLE III

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office of the limited liability company is:

Jay Koenigsberg, Esquire
1101 Brickell Avenue
Suite 800-South
Miami, Florida 33131

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This instrument was prepared by:
Jay Koenigsberg, Esquire
Jay Koenigsberg, P.A.
1101 Brickell Avenue, Suite 800-South
Miami, Florida 33131
Tel: 305-569-0600
Florida Bar No. 635740

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ARTICLE IV

MANAGEMENT AND MEMBERS

The limited liability company is to be managed by one manager or more manager and is, therefore, a manager-managed company.

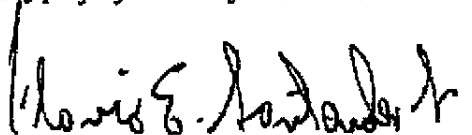
ARTICLE V

EXISTENCE OF LIMITED COMPANY

The existence of the limited liability company shall begin on the date the undersigned has executed these Articles of Organization. The undersigned, being the manager of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of SANTANDER FILMS, LLC.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company under the laws of the State of Florida, the undersigned, constituting the manager of this limited liability company, has executed these Articles of Organization this 18th day of July, 2002.

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



FLAVIO ENRIQUE SANTANDER

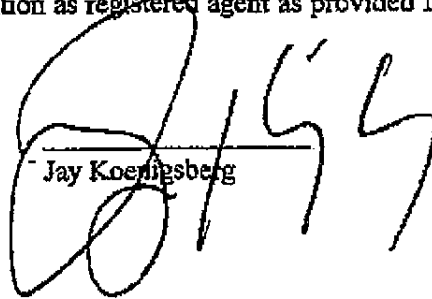
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Acceptance of Appointment by Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited 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, Florida Statutes


Jay Koenigsberg

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