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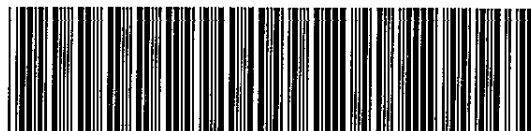
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2002 NOV - 1 AM 10:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV - 4 2002

PINO & DICKS

AN AFFILIATION OF PROFESSIONAL CORPORATIONS
ATTORNEYS AND COUNSELORS AT LAW

520 CROWN OAK CENTRE DRIVE
LONGWOOD, FL 32750

LOCAL (407) 331-3087
NATIONAL (800) 593-4257
TELECOPIER (407) 332-9554

October 17, 2002

Department of State
Division of Corporations
PO Box 63278
Tallahassee, FL 32314

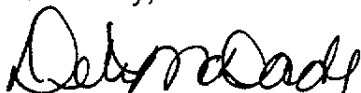
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: Cinemark Productions, LLC

Enclosed please find an original and one copy of the articles of organization and a check in the amount of \$125 to cover the filing fee and registered agent fee for the above referenced.

Should you have any questions, please feel free to contact me at 407-331-3087.

Sincerely,



Debi McDade
Legal Assistant

Enclosures-stated

ARTICLES OF ORGANIZATION
OF
CINEMARK PRODUCTIONS, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be CINEMARK PRODUCTIONS, LLC, (“Company”).

ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 520 Crown Oak Centre Drive, Longwood, Florida 32750 and the mailing address shall be the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – DURATION

Subject to the provisions of Article 9, the Company’s existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 – PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in business artist management, record production, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Company is Jack W. Dicks, P.A., at 520 Crown Oak Centre Drive, Longwood, Florida 32750. The name and address of the registered agent of this Company is Jack W. Dicks, P.A., at 520 Crown Oak Centre Drive, Longwood, Florida 32750.

ARTICLE 7 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining member, provided there are at least one remaining member.

ARTICLE 9 – MANAGEMENT

The Company shall be managed by a manger or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager:	J.W. Dicks
Secretary:	J.W. Dicks
Treasurer:	J.W. Dicks

whose address shall be the same as the principal office of the Company.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Longwood, Florida, for the foregoing uses and purposes, this October 17, 2002.



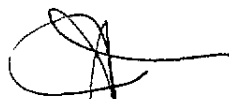
Jack W. Dicks, Authorized Representative
of the Members

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DIV. OF CORPORATIONS
& ALLIANCE, FLORIDA

**ACCEPTANCE OF REGISTERD AGENT DESIGNATED IN ARTICLES OF
ORGANIZATION**

Jack W. Dicks, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Jack W. Dicks, P.A.

By: 

Jack W. Dicks, Esq.