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CT CORPORATION

March 3, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5799967 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Latin America TechEquip, LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:

Latin America TechEquip, LLC

ARTICLE II – Address:

The mailing address and, if different, street address of the principal office of the Limited Liability Company is:

13801 N.W. 14th Street
Sunrise, Florida 33323

ARTICLE III – Duration:

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

ARTICLE IV – Management:

The Limited Liability Company is to be managed by the member, and the name and address of the sole managing member is:

HBO Latin America Production Services, L.C.
13801 N.W. 14th Street
Sunrise, Florida 33323

ARTICLE V – Registered Agent, Registered Office, and Registered Agent's Acceptance:

The name and the Florida street address of the Limited Liability Company's registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

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 pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation

hereby accepts the appointment as registered agent and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete discharge of its duties.

CT CORPORATION SYSTEM

By: 

Name:

Title:

James A. Bordonaro
Assistant Secretary

HBO LATIN AMERICA PRODUCTION
SERVICES, L.C.
a Florida Limited Liability Company

By: 

Name: David Torkington

Title: Senior Vice President and
Chief Financial Officer

(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.)