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ACCOUNT NO. : 072100000032 REFERENCE : 417890 8739A AUTHORIZATION: COST LIMIT : January 30, 2004 ORDER DATE : ORDER TIME : 1:42 PM ORDER NO. : 417890-005 CUSTOMER NO: 8739A Bonnie J. Phillips, Legal Asst CUSTOMER: Siegel Lipman Dunay & Shepard, Llp Suite 801 5355 Town Center Road Boca Raton, FL 33486 DOMESTIC FILING NAME: THREE FILMS IN A BOX, LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY __ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

CONTACT PERSON: Amanda Haddan - EXT. 2955

ARTICLES OF ORGANIZATION OF THREE FILMS IN A BOX, LLC

Article I - Name: The name of the Limited Liability Company is Three Films in a Box, LLC.

Article II - Address: The mailing address and street address of the principal office of the Limited Liability Company is 430 S. Congress Avenue, Suite #4, Delray Beach, Florida 33445.

Article III - Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the registered agent are:

Scott Woolley
430 S. Congress Avenue, Suite #4
Delray Beach, Florida 33445

Having been named as registered agent and to accept service of process 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.

Scott Woolley

Scott Woolley, Member

(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.)