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WALLOW AND SEFF. FLORIDA

J. BRYAN MAR 1 5 2004

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ARTICLES OF ORGANIZATION

OF

S&Q FILMS, LLC

MARIA SERVICE PROPERTY OF THE PROPERTY OF THE

ARTICLE I - Company Name:

The name of the Company is:

S&Q Films, LLC

ARTICLE II - Commencement and Term of Existence:

The term of existence of the Company shall be for a period of thirty (30) years from the filing date of these Articles of Organization with the Department of State.

ARTICLE III - Mailing Address of Company:

The mailing address of this Company is:

c/o Marc H. Auerbach, Esq. 201 S. Biscayne Blvd. Suite 2000 Miami, Florida 33131

ARTICLE IV - Street Address of Company:

The street address of the principal office of the Company is:

c/o Boris Marchegiani, Member 888 Brickell Key Drive Unit# 2604 Miami, Florida 33137

ARTICLE V - Registered Agent and Registered Agent Address:

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Marc H. Auerbach, Esq. 201 S. Biscayne Blvd. Suite 2000 Miami, Florida 33131

ARTICLE VI - Management:

The Company shall be managed by a Board of Managers.

ARTICLE VII - Members:

The name and address of each Member is:

Suzanne Quincy 732 Lenox Avenue Unit #1 Miami Beach, FL 33138

Ernesto Camara 1030 W. 47th Street Miami Beach, FL 33140

Miquel A. Velez 1085 98 Street Unit #6 Bay Harbor Island, FL 33154 Boris Marchegiani 888 Brickell Key Drive Unit #2604 Miami, FL 33131

Carlos Rodriguez 965 N.E. 88th Street Miami, FL 33138

IN WITNESS WHEREOF, the undersigned authorized representative of the members have executed the foregoing Articles of Organization as of the 8th day of March, 2004.

AUTHORIZED REPRESENTATIVE:

Marc H. Auerbach, Esq.

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of S&Q Films, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Marc H. Auerbach, Esq

Dated:

March 8, 2004

