

L04000029496

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Jodie Barbosa, Legal Assistant

April 20, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

FILED
04 APR 22 PM 12:34
TALLAHASSEE, FLORIDA

**RE: Showtime Video, LLC
Document # L04000029496**

To Whom It May Concern:

Enclosed please find the Amended and Restated Articles of Organization for the above-mentioned company. Also enclosed is check number 1302 in the amount of \$25.00 for the filing fees.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

**Signed in her absence
to avoid delay**
Ada Aviles-Yaeger

AAY/jb

Enclosures: Amended and Restated Articles of Organization
Check # 1302

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
SHOWTIME VIDEO, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby adopts, makes, acknowledges and files the following Amended and Restated Articles of Organization. The date of the filing of the Articles of Organization was April 16, 2004.

ARTICLE I - NAME

The name of the limited liability company shall be SHOWTIME VIDEO, LLC (company").

ARTICLE II – OFFICE AND MAILING ADDRESS

The mailing address of the company is 4067 South Goldenrod Road, Orlando, Florida 32822.
The street address of the principal office of the company is 4067 South Goldenrod Road, Orlando, Florida 32822.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are EVELYN C. CARRASQUILLO, 8568 Fort Thomas Way, Orlando, Florida 32822.

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, 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.


EVELYN C. CARRASQUILLO

ARTICLE IV - PURPOSE

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V - UNITS OF EQUITY OWNERSHIP


The undersigned owners hereinafter individually referred to as "Member" own an undivided interest in the Company according to the percentage as follows:

Edwin Cabrera - 45% Evelyn C. Carrasquillo - 45% Melissa Carrasquillo - 10%

ARTICLE VI - MANAGEMENT

The Company is to be managed by Evelyn C. Carrasquillo as member-manager ("Manager").

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these Amended and Restated Articles of Organization at Orlando, Florida, on April 20, 2004.

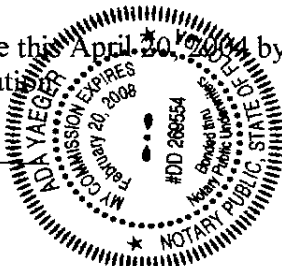

Evelyn C. Carrasquillo- member/manager

(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.)

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this April 20, 2004 by Evelyn C. Carrasquillo, who produced a Florida Driver License as identification.


Notary Public -- State of Florida



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