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(Requestor's Name)

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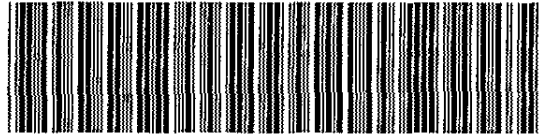
(Business Entity Name)

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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4/23 Di



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LLC

1.) Shakespeare Unplugged, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

ARTICLES OF ORGANIZATION
OF
SHAKESPEARE UNPLUGGED, LLC

ARTICLE I - Company Name:

The name of the Company is:

Shakespeare Unplugged, 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

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TALLAHASSEE, FLORIDA

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 its members.

ARTICLE VII - Members:

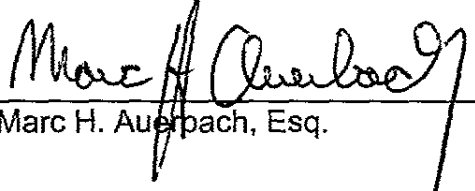
The name and address of each Member is:

Boris Marchegiani
888 Brickell Key Drive
Unit #2604
Miami, FL 33131

S&Q Films, LLC
888 Brickell Key Drive
Unit #2604
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned authorized representative of the members have executed the foregoing Articles of Organization as of the 20th day of April, 2004.

AUTHORIZED REPRESENTATIVE:

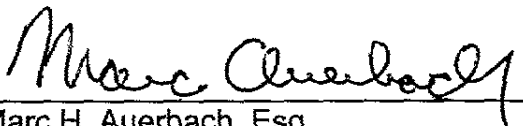


Marc H. Auerbach, Esq.

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 Shakespeare Unplugged, 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: April 20, 2004

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04 APR 23 PM 12:00
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TALLAHASSEE, FLORIDA