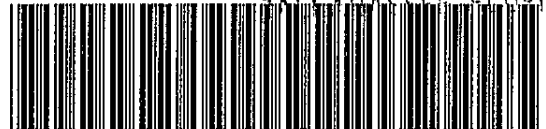


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2004 APR 21 P 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739
WWW.MONTELLOLAW.COM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 20, 2004

FEDEX

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: SoAh Films LLC (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Organization along with a check in the amount of \$70.00 representing the filing fee. If you have any questions, please call us.

Sincerely,



Louis R. Montello

Enclosures

In



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 28, 2004

MONTELLO & ASSOCIATES, P.A.
777 BRICKELL AVE.
SUITE 1070
MIAMI, FL 33131

SUBJECT: SOAH FILMS LLC
Ref. Number: W04000016417

We have received your document for SOAH FILMS LLC and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$55.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 204A00028439

MAY-14-2004 10:25 FROM MONTELLO&KENNEY

TO 18504101015-3052100 P.01/01

MONTELLO & TORRES, P.A.

777 Brickell Avenue

Suite 1070

Miami, Florida 33131

Telephone: (305) 373-0300

Facsimile: (305) 373-3739

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE COVER SHEET

TO: Ms. Agnes Lunt
Division of Corporations

FACSIMILE: (850) 410-1015

TELEPHONE:

FROM: Laura Necochea, Legal Assistant NUMBER OF PAGES (INCLUDING THIS PAGE): 1

DATE AND TIME: May 14, 2004 - 10:22 AM

Dear Agnes:

As per our telephone conversation please file the Articles of Organization for SoAh Films LLC on April 21, 2004. The 21st of April was the date that the division of corporations originally received the articles. Thank you very much. If you have any questions please contact me.

Sincerely,

Laura Necochea,
Legal Assistant

PLEASE CALL (305) 373-0300 IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED

THE INFORMATION CONTAINED IN THIS FACSIMILE MAY BE PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF YOU RECEIVED THIS

**ARTICLES OF ORGANIZATION
OF
SOAH FILMS LLC**

FILED

2004 APR 21 P 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of the limited liability company is SoAh Films LLC (hereinafter called the "Company").

**ARTICLE II
Duration**

The existence of the Company shall be perpetual.

**ARTICLE III
Principal Office**

The mailing address and the street address of the principal office of the Company is 1825 Ponce de Leon Boulevard, # 301, Coral Gables, Florida 33134-4418.

**ARTICLE IV
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

**ARTICLE V
Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

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ARTICLE VI
Management

2004 APR 21 P 12:53

The Company is to be managed by a manager, who shall serve as manager until the first annual meeting of members or until their successors are elected and qualified. The Company's initial manager and his address is:

Louis R. Montello
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VII
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of SoAh Films LLC

Executed by the undersigned in Miami, Florida, this 20th day of April 2004.

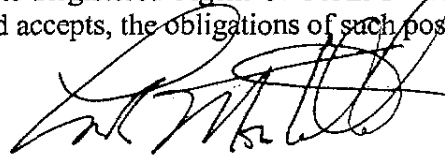
SOAH FILMS LLC

By: 

Louis R. Montello

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of SoAh Films LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position.



April 20, 2004

Louis R. Montello,
Registered Agent