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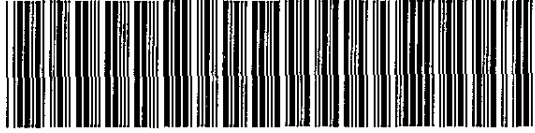
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October 7, 2004

Mr. Lee Rivers
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amended and Restated Articles of Organization (Sunshine Films, LLC)
Document No. L04000042980

Dear Mr. Rivers:

Enclosed please find the Amended and Restated Articles of Organization for the above entity. The originally-filed Articles of Organization have been amended and restated due to the fact that the originally contemplated Managing Member was never assigned a membership interest in the entity, nor has he accepted management responsibilities because he has no affiliation with the entity. A Manager will be determined at a later date.

Should you have any questions or require anything further, please contact me at (813) 289-0700, ext. 272.

Sincerely,

Andrea T. Tullo

ATT/jdz

Enclosures

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
SUNSHINE FILMS, LLC**

The undersigned, being a natural person of at least 18 years of age and acting as the Organizer of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, does hereby adopt the following Amended and Restated Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

SUNSHINE FILMS, LLC


SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized for the following purposes:

To do all things necessary and convenient to carry out its business and affairs and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida, and to carry on any other activities necessary to, in connection with or incidental to the foregoing, as the Managing Member(s) or Manager in their/its discretion may deem desirable.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 4301 Anchor Plaza Parkway, Suite 300, Tampa, Florida 33634, and the name of the initial registered agent of the Limited Liability Company to whom process may be sent in Florida at that address is Andréa T. Tullo.

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


Andréa T. Tullo

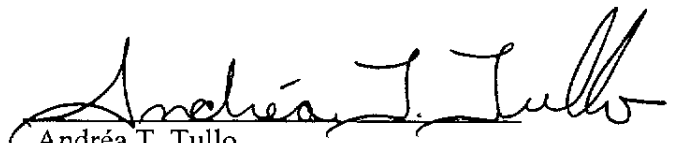
FIFTH: The mailing address and principal office of the Limited Liability Company is 6860 Gulfport Boulevard South, #115, St. Petersburg, Florida 33707-2108.

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SIXTH: The Limited Liability Company shall name a Manager or Managing Member at a later date.

SEVENTH: The name and business address of the Organizer of the Limited Liability Company is: Andréa T. Tullo, 4301 Anchor Plaza Parkway, Ste. 300, Tampa, Florida 33634.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Amended and Restated Articles of Organization on October 7th, 2004.


Andréa T. Tullo
Organizer

Return to:
Andrea Tullo, Esq.
Forizs & Dogali, P.L.
4301 Anchor Plaza Parkway, Suite 300
Tampa, FL 33634

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