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ARTICLES OF ORGANIZATION

OF

POP FILM DISTRIBUTORS LLC

FIRST: The name of the Limited Liability Company is POP RILM
DISTRIBUTORS LLC.

SECOND: The mailing address and street address of the principal office of this Limited Liability Company is 777 S. Flagler Drive, 900W, West Palm Beach, FL 33401.

THIRD: The street address of the initial Registered Office is Kaye Scholer LLP, 777 S. Flagler Drive, 900W, West Palm Beach, FL 33401, and the name of the initial Registered Agent of this Limited Liability Company at that address is Mark R. Brown.

FOURTH: The Limited Liability Company is to be managed by the Manager and the name and address of the Manager is as follows:

Chester F. English c/o Kaye Scholer LLP 777 S. Flagler Drive, 900W West Palm Beach, FL 33401

IN WITNESS WHEREOF, the Managing Member has executed these Articles of

Organization this 5th day of August, 2004.

CHESTER J. ENGLISH, Managing Member

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Limited Liability Company is: POP FILM DISTRIBUTORS LLC

The name of the registered agent is: MARK R. BROWN, ESQUIRE

The address of the registered office is: KAYE SCHOLER LLP, 777 S. FLAGLER DRIVE, 900W, WEST PALM BEACH, FLORIDA 33401.

CHESTER F. ENGLISH, Managing Member

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 obligation of my position

as registered agent.

Mark R. Brown, Esquire

Date