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TALLAHASSEE, FLORIDA

LAW OFFICES
OF
JOEL REINSTEIN, P.A.
WACHOVIA PLAZA • SUITE 325
925 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

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JOEL REINSTEIN

July 19, 2005

DHL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: AURORA-CINRAM LLC

Dear Sir:

Enclosed please find Articles of Organization for Filing regarding the above limited liability company.

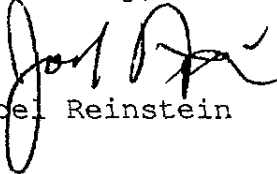
Also enclosed is a check in the amount of \$125.00 payable to the Florida Department of State representing your filing fee and registered agent fee for the limited liability company.

We have also enclosed a copy of the Articles of Organization. Please return a stamped filed copy to the undersigned in the enclosed self-addressed stamped envelope.

Please contact the undersigned if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,


Joel Reinstein

JR/wsm

Enclosures-check

cc: Marc E. Elliott, Esq.
James A. Guadiana, Esq.
Mr. Thomas E. Kuhlman
Steven H. Levin, Esq.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
AURORA-CINRAM LLC**

**ARTICLE I
NAME**

The name of this limited liability company shall be:

AURORA-CINRAM LLC

**ARTICLE II
DURATION**

The period of duration of the limited liability company shall be perpetual.

**ARTICLE III
PRINCIPAL OFFICE OF BUSINESS**

The mailing address and street address of this limited liability company is:

925 S. Federal Highway
Suite 325
Boca Raton, FL 33432

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this limited liability company is

Joel Reinstein
925 S. Federal Highway
Suite 325
Boca Raton, FL 33432

**ARTICLE V
ADDITIONAL MEMBERS**

This limited liability company may admit additional members subject to approval by the unanimous vote of the existing member(s).

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ARTICLE VI
MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members.

ARTICLE VIII
INITIAL MANAGER

This limited liability company shall be managed by one or more managers. There shall initially be one manager. The number of managers may be changed in accordance with the Regulations of the company. The name and address of the initial manager is as follows:

Second William Cinram Trust
c/o Steven Levin, Esq.
Davies Ward Phillips & Vineberg
625 Madison Avenue, 12th Floor
New York, NY 10022

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18 day of July, 2005.

(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.)


Joel Reinstein, Esq.
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

THE NAME OF THE LIMITED LIABILITY COMPANY IS AURORA-CINRAM LLC.

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

Joel Reinstein, Esq.
925 S. Federal Highway
Suite 325
Boca Raton, FL 33432

HAVING BEEN NAMED AS REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 18 DAY OF JULY, 2005.

(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.)

BY: Joel Reinstein
Joel Reinstein, Esq.

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