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## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

## ARTBOX PICTURES LLC

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: ARTBOX PICTURES LLC  
Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on September 7, 2006.

### Article III. Address

The Company's street and mailing address is:

ARTBOX PICTURES LLC  
1331 Brickell Bay Drive, Unit 4707  
Miami FL 33131

### Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Gustavo Baez  
1331 Brickell Bay Drive, Unit 4707  
Miami FL 33131

Joanne R. Urquiola I FL Bar Member 28990  
Joanne R. Urquiola, P.A.  
100 SE 2nd Street, Suite 2900  
Miami FL 33131  
305-423-3435

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:  
GUSTAVO BAEZ  
1331 Brickell Bay Drive, Unit 4707 Miami FL 33131

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Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

ARTBOX PICTURES LLC

By: [Signature]  
by T. Baez as attorney-in-fact

Name: Gustavo Baez

Title: Manager

Date: September 19, 2006

Joanne R. Urquiola | FL Bar Member 28990  
Joanne R. Urquiola, P.A.  
100 SE 2nd Street, Suite 2900  
Miami FL 33131  
305-423-3435

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:  
**ARTBOX PICTURES LLC**

REGISTERED AGENT/OFFICE:

Gustavo Baez  
1331 Brickell Bay Drive, Unit 4707  
Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
GUSTAVO BAEZ  
by T. Baez as attorney-in-fact

Date: September 19, 2006

Joanne R. Urquiola | FL Bar Member 28990  
Joanne R. Urquiola, P.A.  
100 SE 2nd Street, Suite 2900  
Miami FL 33131  
305-423-3435

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