

LO7000006672**Florida Department of State**

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : SHUTTS & BOWEN, LLP

Account Number : 076447000313

Phone : (305) 358-6300

Fax Number : (305) 381-9982

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TALLAHASSEE, FLORIDA

FLORIDA FOREIGN LIMITED LIABILITY CO.**419 FILM FINANCING LLC****RECEIVED**

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ARTICLES OF ORGANIZATION OF

419 FILM FINANCING LLC

ARTICLE I

Name

The name of the Limited Liability Company (the "Company") is:

419 FILM FINANCING LLC

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is:

201 S. Biscayne Boulevard, Suite 1500(AGS), Miami, Florida 33131

ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Corporation Company of Miami

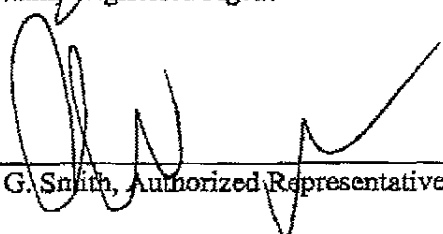
201 S. Biscayne Boulevard, Suite 1500(AGS), Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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.



Felicia Hickey, Assistant Secretary of Corporation Company of
Miami, Registered Agent

Signed this 18th day of January, 2007.



Alfred G. Smith, Authorized Representative

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