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JB

ATTORNEY AT LAW
ROBERT E. WIGGINS

ROBERT EDWARD WIGGINS, P.A.

13799 PARK BOULEVARD N. #254
SEMINOLE, FLORIDA 33776-3402

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October 10, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: CINEPRO PICTURES LLC
Articles of Organization

Dear Sirs:

Enclosed please find the original Articles of Organization of Cinepro Pictures LLC. Also enclosed is a check in the amount of One Hundred Twenty Five Dollars (\$125.00) for the filing fee. Please return the certified copy to the address shown above.

Thank you and if you have any questions, please do not hesitate to contact me.

Sincerely yours,



ROBERT E. WIGGINS

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Enclosures

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ARTICLES OF ORGANIZATION
OF
CINEPRO PICTURES LLC

ARTICLE I
NAME

The name of this Florida limited liability company is CINEPRO PICTURES LLC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Florida limited liability company and mailing address is:

801 West Bay Drive
Suite #800
Largo, Florida 33770

ARTICLE III
TERM

The term of existence of this Florida limited liability company is perpetual.

ARTICLE IV
PURPOSE

This Florida limited liability company is organized to transact any and all lawful business for which limited liability companies may be organized under Florida Statutes.

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ARTICLE V
TRANSFERABILITY OF MEMBERSHIP INTERESTS

No members shall have the right to assign their membership interests in the limited liability company without the written agreement of all of the membership interests unless otherwise provided in the limited liability 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 limited liability 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

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This will be a member-managed company, managed by the members listed below. The name and address of each member is:

STEPHANIE CAMPEAU

801 West Bay Drive, Suite #800
Largo, Florida 33770

FLORENCE SPLINGARD

801 West Bay Drive, Suite #800
Largo, Florida 33770

ARTICLE VII
REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this Florida limited liability company is as follows:

Registered Agent:

ROBERT E. WIGGINS

Office of Florida Limited Liability Company:

801 West Bay Drive, Suite #801
Largo, Florida 33770

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ARTICLE VIII
INDEMNIFICATION

Every member of this Florida limited liability company, and the member company's officer serving this Florida limited liability company at its request, shall be indemnified by this Florida limited liability company against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a manager of this Florida limited liability company, or by reason of his serving or having served this Florida limited liability company at its request, whether or not he is a manager or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the manager is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the members approve such settlement and reimbursement as being in the best interests of this Florida limited liability company. The foregoing right of indemnification shall be in addition to and not exclusive of all

other rights to which that person may be entitled.

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ARTICLE IX

EXISTENCE

The Florida limited liability company's existence shall begin effective as of the date of filing these Articles of Organization.

ARTICLE X

SUBSCRIBER

The name and address of the authorized Subscriber to these Articles of Organization is as follows:

NAME

ROBERT E. WIGGINS

ADDRESS

801 West Bay Drive, Suite #801
Largo, Florida 33770

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 10th day of October, 2007.



ROBERT E. WIGGINS

**CERTIFICATE OF ACCEPTANCE
OF REGISTERED AGENT**

I, ROBERT E. WIGGINS, as Registered Agent for CINEPRO PICTURES LLC do hereby agree to accept Service of Process on behalf of the Florida limited liability company, to keep my office located at 801 West Bay Drive, Suite #801, Largo, Florida 33770 open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: October 10, 2007.



ROBERT E. WIGGINS
Registered Agent

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