

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L11000043765
FILED 8:00 AM
April 12, 2011
Sec. Of State
clewis**

Article I

The name of the Limited Liability Company is:

SOUTHERN CONE NETWORKS, L.L.C.

Article II

The street address of the principal office of the Limited Liability Company is:

4000 PONCE DE LEON BLVD.
8TH FLOOR
CORAL GABLES, FL. US 33146

The mailing address of the Limited Liability Company is:

4000 PONCE DE LEON BLVD.
8TH FLOOR
CORAL GABLES, FL. US 33146

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

HBO LATIN AMERICA PRODUCTION SERVICES, L.C
4000 PONCE DE LEON BLVD.
8TH FLOOR
CORAL GABLES, FL. 33146

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 obligations of my position as registered agent.

Registered Agent Signature: /JOSE SARIEGO

Article V

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The name and address of managing members/managers are:

Title: MGRM
HBO OLE DISTRIBUTION, L.L.C.
4000 PONCE DE LEON BLVD., 8TH FLOOR
CORAL GABLES, FL. 33146 US

Title: CEO
GASTON COMAS
4000 PONCE DE LEON BLVD., 8TH FLOOR
CORAL GABLES, FL. 33146 US

Title: PRES
JOSE MANUEL PAGANI
4000 PONCE DE LEON BLVD., 8TH FLOOR
CORAL GABLES, FL. 33146 US

Title: EVP
LUIS PERAZA
4000 PONCE DE LEON BLVD., 8TH FLOOR
CORAL GABLES, FL. 33146 US

Title: CFO
DAVID TORKINGTON
4000 PONCE DE LEON BLVD., 8TH FLOOR
CORAL GABLES, FL. 33146 US

Title: SVP
JOSE SARIEGO
4000 PONCE DE LEON BLVD., 8TH FLOOR
CORAL GABLES, FL. 33146 US

Signature of member or an authorized representative of a member

Electronic Signature: /JOSE SARIEGO

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.