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DIVISION OF CORPORATIONS  
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AUG 31 2018

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** BRASIL CONTENT, L.L.C.

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Roberto P. Hernandez

Name of Person

HBO Latin America

Firm/Company

396 Alhambra Circle, Suite 400

Address

Coral Gables, Florida 33134

City/State and Zip Code

rhernandez@hbo-la.com

E-mail address; (to be used for future annual report notification)

For further information concerning this matter, please call:

Roberto P. Hernandez

305 648-8928  
at (          )

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

BRASIL CONTENT, L.L.C.

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 07/10/2012 and assigned  
Florida document number L12000089790.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "L.L.C." or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent: HBO Latin America Production Services, L.L.C. Attn: Roberto P. Hernandez

New Registered Office Address: 396 Alhambra Circle, Suite 400  
Enter Florida street address

Coral Gables, Florida 33134  
City Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

  
If Changing Registered Agent, Signature of New Registered Agent

**If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:**

**MGR = Manager**

**AMBR = Authorized Member**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
SVP	Roberto P. Hernandez	396 Alhambra Circle, Suite 400	<input checked="" type="checkbox"/> Add
		Coral Gables, Florida 33134	<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
SVP	Lin Cherry	396 Alhambra Circle, Suite 400	<input type="checkbox"/> Add
		Coral Gables, Florida 33134	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

**D. If amending any other information, enter change(s) here:** *(Attach additional sheets, if necessary.)*

See attached additional sheet

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UNITED STATES  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**E. Effective date, if other than the date of filing:** \_\_\_\_\_ (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:

(b) The 90th day after the record is filed.

Dated August 24, 2018

\_\_\_\_\_  
 Signature of a member or authorized representative

Signature of a member or authorized representative of a member

Roberto P. Hernandez

Typed or printed name of signee

Articles of Amendment to Articles of Organization of Brasil Content, L.L.C.  
Florida Document Number L12000089790

The following list of member and officers should be included in the Articles of Organization:

MGRM

Brasil Distribution, L.L.C.  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134

CEO

Emilio J. Rubio  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134

President, HBO Latin America Networks

Luis F. Peraza  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134

President, Distribution & New Media Development

Francisco Smith  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134

SVP, CFO

David Torkington  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134

SVP, Technology and Operations

Emilio Otermin  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134

SVP, Human Resources

Guillermo Villa  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134

SVP, General Counsel and Corporate Secretary

Roberto P. Hernandez  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134

Assistant Corporate Secretary

Luis F. Vacanti  
396 Alhambra Circle, Suite 400  
Coral Gables, Florida 33134