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Division of Corporations

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EFFECTIVE DATE
10-9-2014

To: Division of Corporations
Fax Number : (850)617-6393

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA LIMITED LIABILITY CO.
RARE PHOTO ARCHIVES, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
OCT 10 2014

ARTICLES OF ORGANIZATION

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TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida limited liability company is:
RARE PHOTO ARCHIVES, LLC

Article II. Address

The street address of the Company's initial principal office is:
RARE PHOTO ARCHIVES, LLC
1688 Meridian Ave., Suite 900
Miami Beach FL 33139

The mailing address of the Company's initial principal office is:
RARE PHOTO ARCHIVES, LLC
1688 Meridian Ave., Suite 900
Miami Beach FL 33139

EFFECTIVE DATE
10-9-2014

Article III. Registered Agent

The name and street address of the Company's registered agent is:
David F. Filler, Esq.
1688 Meridian Ave., Suite 900
Miami Beach FL 33139

Article IV. 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.

Filler Rodriguez, LLP
1688 Meridian Ave., Suite 900
Miami Beach FL 33139
(305) 672-5007

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

Kurt Benjamin
2556 Westridge Road
Los Angeles CA 90049
Sheldon Zaslansky
1012 The Strand
Manhattan Beach CA 90266
Lawrence Marion

David F. Filler

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Article VII. Company Existence

The Company's existence shall begin effective as of October 9, 2014.

The undersigned authorized representative of a member executed these Articles of Organization on 10/09/2014.



FILLER RODRIGUEZ, LLP

by Lauren Vadney as attorney-in-fact

Filler Rodriguez, LLP
1888 Meridian Ave., Suite 900
Miami Beach FL 33139
(305) 672-5007

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TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

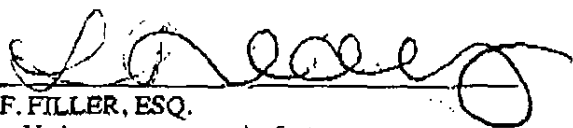
LIMITED LIABILITY COMPANY:

RARE PHOTO ARCHIVES, LLC

REGISTERED AGENT/OFFICE:

**David F. Filler, Esq.
1688 Meridian Ave., Suite 900
Miami Beach FL 33139**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. 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.



DAVID F. FILLER, ESQ.
by Lauren Vadney as attorney-in-fact

Date: 10/09/2014

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1688 Meridian Ave., Suite 900
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