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409 EAST GAINES STREET

FT. LAUDERDALE FL 33302-0000

TALLAHASSEE, FL 32399

CONTACT: PATTY SCHLINDWEIN

FAX: (904) 922-4000

PHONE: (305) 525-7500

FAX: (305) 728-9236

((H96000007044)) DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: ANTHEM-THE FILM, L.C.

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**ARTICLES OF ORGANIZATION
OF
ANTHEM-THE FILM, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is **ANTHEM-THE FILM, L.C.**

**ARTICLE II
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2036, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

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

6039 Northwest 32nd Avenue
Boca Raton, Florida 33496

Prepared By:

William J. Gross, Esq.
Bar No. 0898678
Tripp, Scott, Cookin & Smith
P. O. Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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TALLAHASSEE, FLORIDA

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

Jo Ann Gabel
6039 Northwest 32nd Avenue
Boca Raton, Florida 33496

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

6.1 Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of admission to this limited liability company. A member's interest in this limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the non-transferring members.

6.2 Upon death, the retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business of this limited liability company upon the unanimous consent of such remaining members.

**ARTICLE VII
RIGHT OF MEMBERS TO CONTINUE BUSINESS**

The members of this limited liability company may continue the business of this limited liability company following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the agreement of all the remaining members.

**ARTICLE VIII
MANAGEMENT**

8.1 This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers. No member of the limited liability company, in such capacity, shall have any right or authority to act for or to bind this limited liability company.

8.2 The board of managers of this limited liability company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the regulations of this limited liability company but

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shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of this limited liability company or until their successors are elected and qualify. The name and address of the initial Manager of this limited liability company is:

Jo Ann Gabel
6039 Northwest 32nd Avenue
Boca Raton, Florida 33496

**ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE X
INDEMNIFICATION**

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of this limited liability company, has executed these Articles of Organization this 13th day of May, 1996.



Jo Ann Gabel, Manager and authorized
representative of the members of
this limited liability company

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.



Jo Ann Gabel, Registered Agent

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**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS
OF
ANTHEM-THE FILM, L.C.**

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

BEFORE ME, the undersigned authority, personally appeared Jo Ann Gabel, who, in her capacity as a member of Anthem-The Film, L.C., a Florida limited liability company (the "Company"), being duly sworn, deposes and says:

1. The Company has at least two (2) members.
2. The members of the Company have agreed to make capital contributions to the Company as follows: Cash in the aggregate amount of \$1,000. No other capital contributions to the Company are anticipated to be made at this time.

FURTHER AFFIANT SAYETH NAUGHT.

Jo Ann Gabel
Jo Ann Gabel, Manager and authorized
representative of the members of
the Company

SWORN TO AND SUBSCRIBED before me this 15th day of May, 1996.

Michael R. Smith
NOTARY PUBLIC,

My Commission Expires:



Personally Known ✓ or Produced Identification _____

Type of Identification Produced _____