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~~Franklin Films Productions LLC~~ LLC

1.) Franklin Films Productions LLC
(CORPORATE NAME & DOCUMENT #)

2.)
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4.)
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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
FRANKLIN FILMS PRODUCTIONS, LLC**

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The undersigned, acting as the sole organizer of a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act, (the "Act" *et seq.*, adopts the following Articles of Organization for the limited liability company:

ARTICLE 1

The name of the Limited Liability Company is Franklin Films Productions, LLC.

ARTICLE 2

The mailing address and street address of the Limited Liability Company's principal executive office is 227 South Calhoun Street, Tallahassee, Florida 32302.

ARTICLE 3

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE 4

The Limited Liability Company is to be managed by its Member and the name and address of the managing member is:

Franklin Films, LLC
2401 Bethlehem Loop
Franklin, Tennessee 37069

ARTICLE 5

No other Member shall be admitted without the written approval of all of the current Members of the Limited Liability Company.

ARTICLE 6

The Limited Liability Company shall not be dissolved and is not required to be wound up by reasons of any event that terminates the continued membership of

any member if there are at least one remaining member and the existence and business of the Limited Liability Company is continued by the consent of the remaining member.

ARTICLE 7

The Limited Liability Company shall indemnify Managing Members, Managers, Officers, Employees and Agents (as that terms are defined in Section 608.4363 of the Act) to the fullest extent of and in accordance with the Act as then in effect.

These Articles of Organization have been executed on April 3, 1999, by the undersigned.

SOLE ORGANIZER


Kenneth R. Carpenter

Whitacre2012433.1

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Franklin Films Productions, LLC certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member is \$ 1,000 ;
3. if any, the agreed value of property other than cash contributed by a member is \$ 0 ;
4. the total amount of cash and property contributed and anticipated to be contributed by the member is \$ 1,000 .

Kenneth R. Carpenter
Signature of a member or an authorized representative of a member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated are true.)

Kenneth R. Carpenter
Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Franklin Films Productions, LLC

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

526 East Park Avenue

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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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.

Kathy L. Hayman Asst. Secy
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent