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CINEMAGIC FILMS, LLC
2307 DOUGLAS ROAD, STE 400
MIAMI, FLA 33145

February 12, 2000

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Fla 32314

Dear Sirs:

Enclosed please find Amendment to Articles of Organization of CINEMAGIC FILMS, LLC. and a check for \$35 filing fee.

Your prompt attention to this matter will be greatly appreciated.

Thank you,

Patricio Kreutzberger
Patricio Kreutzberger
Authorized Representative of Members

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DIVISION OF CORPORATIONS
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**AMENDMENTS TO ARTICLE OF ORGANIZATION
OF
FLORIDA LIMITED LIABILITY COMPANY**

Name of Limited Liability Company: CINEMAGIC FILMS, L.L.C.

Date of Filing of Articles of Organization: December 16, 1999.

Amendment to Articles of Organization:

Article VI- Initial Members:

The Limited Liability Company shall have three (3) members initially. The names of these members and their original percentage of contribution to the Company is as follows:

Name:	Initial Percentage of Contribution
CINEMAGICA, LTD.	63%
TAG LTDA.	7%
K&K TELEMARKETING, INC.	30%

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Signature of a member or authorized representative of a member

Patricio Kreutzberger

Typed or printed name of signee

2/10/2000

Date

Filing fee: \$35