



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$150.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Limited Liability Company
Articles of Organization**

(Chapter 7-16-6 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the limited liability company is: BACKMASK PRODUCTIONS, LLC

ARTICLE II

The street address (post office boxes are not acceptable) of the limited liability company's registered agent in Rhode Island is:

No. and Street: 222 JEFFERSON BOULEVARD

SUITE 200

City or Town: WARWICK

State: RI

Zip: 02888

The name of the resident agent at such address is: THE CORPORATION SERVICE COMPANY

ARTICLE III

Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

Check one box only

a partnership a corporation disregarded as an entity separate from its member

ARTICLE IV

The address of its principal office of the limited liability company if it is determined at the time of organization:

No. and Street: 155 CHESTNUT STREET

City or Town: PROVIDENCE

State: RI

Zip: 02903

Country: USA

ARTICLE V

The limited liability company has the purpose of engaging in any lawful business, unless a more limited purpose is set forth in Article VI of these Articles of Organization.

The period of its duration is: Perpetual

ARTICLE VI

Additional provisions, if any, not inconsistent with law, which members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or any other provision which may be included in an operating agreement:

THE PURPOSE FOR WHICH THE LIMITED LIABILITY COMPANY IS FORMED IS TO PRODUCE

FILMS AND ANY OTHER LAWFUL BUSINESS PURPOSE AS DETERMINED BY THE MEMBERS.

ARTICLE VII

The limited liability company is to be managed by its X Members or Managers (check one)
(If managed by Members, go to ARTICLE VII)

The name and address of each manager (If LLC is managed by Members, DO NOT complete this section)

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country

ARTICLE VIII

The date these Articles of Organization are to become effective, not prior to, nor more than 30 days after the filing of these Articles of Organization.

Later Effective Date:

This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.

Signed this 7 Day of May, 2012 at 12:07:12 PM by the Authorized Person.

BRYON W. HARMON

Address of Authorized Signer:

SHIPMAN & GOODWIN LLP
ONE CONSTITUTION PLAZA
HARTFORD, CT 06103-1919

Form No. 400
Revised 09/07

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State of Rhode Island and Providence Plantations

A. Ralph Mollis
Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island

and Providence Plantations, hereby certify that this document, duly

executed in accordance with the provisions of Title 7 of the General Laws

of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

