

Filing Fee: See Instructions

ID Number: 154459



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2015 JUN -3 PM 2:42
SECRETARY OF STATE
CORPORATIONS DIV

ARTICLES OF MERGER OR CONSOLIDATION INTO

Focus Features Productions LLC

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Evening Films LLC and Focus Features Productions LLC.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Focus Features Productions LLC which is to be governed by the laws of the state of Delaware

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: n/a

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: c/o Enterprise Corporate Services, 1201 N. Market Street, Suite 1000, Wilmington, Delaware 19801

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

.....

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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BY [Signature] 250142 2:42

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:


- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Evening Films LLC

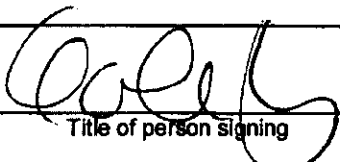
Print Entity Name

By: Gabriela Kornzweig Secretary 
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Focus Features Productions LLC

Print Entity Name

By: Gabriela Kornzweig Secretary 
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

OF

EVENING FILMS LLC
(a Rhode Island limited liability company)

INTO

FOCUS FEATURES PRODUCTIONS LLC

FIRST: The name of the entity being merged is Evening Films LLC (the "Disappearing Co.").

SECOND: The name of the surviving entity is Focus Features Productions LLC (the "Company").

THIRD: The Disappearing Co. is a limited liability company organized and existing under the laws of the State of Rhode Island as of the date set forth below.

Current entity name	State of Organization	Date of Organization
Evening Films LLC	Rhode Island	3/15/2006

FOURTH: The Company is a limited liability company organized and existing under the laws of the State of Delaware. The Company was organized in the State of Delaware on September 9, 2008. Focus Features LLC is the sole member of the Company.

FIFTH: The Disappearing Co. shall merge with and into the Company (the "Merger"), and the name of the surviving company shall be Focus Features Productions LLC.

SIXTH: The Merger will be effective upon filing Articles of Merger or Consolidation with the Secretary of State of Rhode Island (the "Effective Time").

SEVENTH: At the Effective Time, (i) without any further act or deed, all the estates, properties, rights, privileges, franchises, causes of action and every other asset of the Disappearing Co. shall be vested in the Company, and shall be fully held, enjoyed, managed and controlled by the Company in its name, (ii) each member interest in the Disappearing Cos shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange thereof, and (iii) the Company shall assume, perform, discharge and be liable for all the obligations and liabilities of the Disappearing Co. and subject to the rights of all creditors thereof.

EIGHTH: At and after the Effective Time, the Company agrees that it may be served with process in the State of Delaware in any action or special proceeding for the enforcement of any liability or obligation of the Disappearing Co., including, without limitation, any obligation of the Disappearing Cos. arising from the Merger, and the Company irrevocably appoints the

Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The address to which such process shall be mailed by the Secretary of State of Delaware is Enterprise Corporate Services LLC, 1201 Market Street, Suite 1000, Wilmington, Delaware 19801.

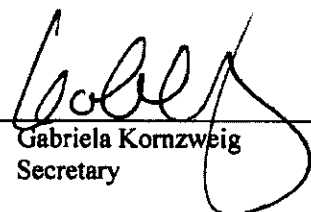
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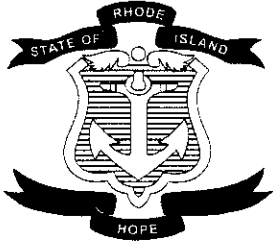
IN WITNESS WHEREOF, The Disappearing Co. and the Company have caused this Agreement and Plan of Merger to be executed as of February 3, 2015.

Evening Films LLC

By: 
Name: Gabriela Kornzweig
Title: Secretary

FOCUS FEATURES PRODUCTIONS LLC

By: 
Name: Gabriela Kornzweig
Title: Secretary



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

152459

2015 JUN -3 PM 2:42
SECRETARY OF STATE
CORPORATIONS DIV

SHEETAL MADADI
100 UNIVERSAL CITY PLZ
UNIVERSAL CITY, CA 91608-1002

LETTER OF GOOD STANDING

It appears from our records that **EVENING FILMS LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **EVENING FILMS LLC** is in good standing with the Rhode Island Division of Taxation as of **06/01/2015**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER OF CORPORATIONS RI NON-SURVIVOR

This letter of good standing is valid only for the specific reason listed above, and is not valid for any other reason(s).

Very truly yours,

David M. Sullivan
Tax Administrator

Miriam Wysong
Supervising Revenue Officer
Compliance and Collections

80402023:10710093
DLN: 0360268001



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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 handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

