Commonwealth of Kentucky
Trey Grayson, Secretary of State

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Secretary of State
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Articles of Organization
Limited Liability Company

KLC

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the Office of the Secretary of State for filing:

Article I: The name of the company is

Visual Phenomena Studios, L.L.C.

Article II: The street address of the company's initial registered office in Kentucky is

741 Nickwood Trail, Lexington, KY 40509

and the name of the initial registered agent at that address is **Zachary Layne Hiler**

Article III: The mailing address of the company's initial principal office is

741 Nickwood Trail, Lexington, KY 40509

Article IV: The limited liability company is to be managed by **Members**

Executed by the Organizer on Tuesday, September 14, 2010

Name of Organizer: **Zachary Layne Hiler**
Signature of individual signing on behalf of Organizer: **Zachary Layne Hiler**

I, **Zachary Layne Hiler**, consent to serve as the Registered Agent on behalf of the limited liability company.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Zachary Layne Hiler