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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF ORGANIZATION

FOR

SHIFT FILM KY, LLC

The undersigned, serving as the organizer, hereby forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act, KRS Chapter 275 (the "Act"), as follows:

I.

NAME

The name of the limited liability company shall be Shift Film KY, LLC (the "Company").

II.

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the Company's initial registered office shall be 2303 River Road, Suite 301, Louisville, Kentucky 40206. The name of the Company's initial registered agent at that office shall be VCT Services Louisville LLC.

III.

INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Company shall be 918 S. Oxford Avenue, Unit 235, Los Angeles, California 90006.

IV.

MANAGEMENT

The Company shall be managed by its managers.

[Signature page immediately follows.]

The undersigned has executed these Articles of Organization as organizer of Shift Film KY, LLC as of the 7 day of June, 2022.

Max Neace
MAX NEACE, Organizer

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 275.025(4), the undersigned as the initial registered agent and agent for service of process identified in Article 2 of the Articles of Organization of Shift Film KY, LLC (the "Company") hereby consents to serve the Company in that capacity until such time as such appointment is terminated or the initial registered agent resigns in accordance with the Kentucky Limited Liability Company Act.

VCT SERVICES LOUISVILLE LLC,
a Kentucky limited liability company

By: Scott R. Townsend
Scott R. Townsend, Manager

Date: June 1, 2022

This foregoing instrument was
prepared by:

Scott R. Townsend

Scott R. Townsend
VICE COX & TOWNSEND PLLC
2303 River Road, Suite 301
Louisville, Kentucky 40206