KENTUCKY SECRETARY OF STATE P.O.BOX 718 FRANKFORT, KY 40602

Certificate of Dissolution

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

VSM FILM PARTNERS II, LLC

did not file its 2009 annual report within sixty days after it was due. Accordingly, the Secretary of State administratively dissolved the limited liability company on November 3, 2009.

0625599

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IMPORTANT NOTICE

VSM FILM PARTNERS II, LLC 1011 COLONEL ANDERSON PARKWAY LOUISVILLE KY 40222





Trey Grayson Secretary of State