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FILED *gc*In the office of the Secretary of State
of the State of California

DEC 22 2008

THE AMENDED AND RESTATED
ARTICLES OF INCORPORATIONof**THE CINEFAMILY****A California Nonprofit Public Benefit Corporation**

Hadrian Belove, President and Samuel Harkham, Secretary, certify that:

1. Hadrian Belove is the president and Samuel Harkham is the secretary of The Cinefamily, a California nonprofit public benefit corporation.
2. The corporation has no members.
2. The following amended and restated Articles of Incorporation has been approved unanimously by the Board of Directors of the corporation.
3. The articles of incorporation of this corporation are amended and restated in its entirety as follows:

Article I
NAME

The name of the Corporation is THE CINEFAMILY.

Article II
ORGANIZATION

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Article III
PURPOSE AND POWERS

A. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and similar provisions of the Revenue and Taxation Code of California and all successor provisions.

B. The general powers of this Corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.

C. The specific purpose of this Corporation is the promotion of the arts and to educate the public concerning classic films and films which have artistic value but which have had insignificant public exposure and to promote the exhibition of these films to the public, and to perform such other activities which are considered to be charitable in accordance with the provisions of Section 501(c)(3) of the Code.

D. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation.

E. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and this Corporation shall not participate in, nor intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements, except as provided in Section 501(h) of the Code.

F. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of the Revenue and Taxation Code of California and of any future law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

G. For so long as this Corporation is treated as a private foundation under Section 509 of the Code, the Corporation shall comply with the following restrictions:

(i) The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the code, or corresponding provisions of any later federal tax laws.

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

Article IV MEMBERSHIP

The sole members of this Corporation shall be Daniel Harkham. Following the death or inability of Daniel Harkham to serve as the member, then Samuel Harkham shall be the sole member of the Corporation. Following the death or inability of Samuel Harkham to serve as the sole member, then the siblings of Daniel and Samuel Harkham shall serve as the members of the Corporation. In the event that Daniel and Samuel Harkham are not serving as members and no siblings are serving as members, then the Corporation shall have no members. The Members shall have all rights which are conferred upon members by the California Nonprofit Corporation Law, by these Articles of Incorporation and by the Bylaws of the Corporation.

Article V
DEDICATION AND DISSOLUTION

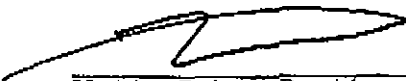
A. The property, assets, profits and net income of this Corporation are dedicated irrevocably to the charitable purposes set forth in Article II above, and no part of the profits or net income of this Corporation shall ever inure to the benefit of any director, trustee, officer, shareholder or member thereof, or to the benefit of any private individual.

B. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of this Corporation shall be distributed to any nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, and which is qualified for exemption from taxation under Section 23701(d) of the Revenue and Taxation Code of California.

Article VI
AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this Corporation's initial agent for service of process is:

Samuel Israel, Esq.
ISRAEL, FRIEDBERG & KORBATOV, LLP
11601 Wilshire Blvd., Suite 2200
Los Angeles, California 90025



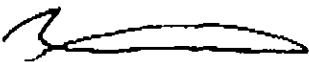
Hadrian Belove, President



Samuel Harkham, Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his own knowledge and that this declaration was executed on 12/18, 2008, at Los Angeles, California.



Hadrian Belove, President



Samuel Harkham, Secretary