



BILL JONES
SECRETARY OF STATE

LLC-5

LIMITED LIABILITY COMPANY
APPLICATION FOR REGISTRATION

IMPORTANT - Read the instructions before completing the form.

This document is presented for filing pursuant to Section 17451 of the California Corporations Code.

1. Name under which the foreign limited liability company proposes to transact business in California:

DreamWorks Animation LLC

(End the name with "LLC" or "Limited Liability Company". No periods between the letters in "LLC". "Limited" and "Company" may be abbreviated to "Ltd." and "Co.")

2. Name of the foreign limited liability company, if different from that entered above:

DreamWorks Animation L.L.C.

3. State (or other jurisdiction) and date of formation of the foreign limited liability company:

Jurisdiction: Delaware

Date of formation: March 6, 1995

4. Enter the name of the agent for service of process and check the appropriate provision below:

Helene Hahn

which is

an individual residing in California. Proceed to Item 5.

a corporation which has filed a certificate pursuant to Section 1505 of the California Corporations Code. Skip Item 5 and proceed to Item 6.

5. If the agent for service of process is an individual, enter a complete business or residential street address:

Street address: 100 Universal Plaza, Bungalow 477

City: Universal City

State: CALIFORNIA

Zip Code: 91608

6. The Secretary of State of California is hereby appointed as the agent for service of process on the foreign limited liability company if the designated agent has resigned and has not been replaced or cannot be found and served with the exercise of reasonable diligence.

7. Address of the principal executive office:

Address: 100 Universal Plaza, Bungalow 477

City: Universal City

State: California

Zip Code: 91608

8. Address of the principal office in California, if any:

Address: 100 Universal Plaza, Bungalow 477

City: Universal City

State: CALIFORNIA

Zip Code: 91608

9. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Signature of authorized person

Ronald L. Nelson, Chief

Type or print name and title Financial Officer

Date: March 6, 19 95



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FILED: REGISTRN/ARTICLES OF ORG.
AT SACRAMENTO, CA ON MAR.07, 1995
SECRETARY OF STATE OF CALIFORNIA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DREAMWORKS ANIMATION L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MARCH, A.D. 1995.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7429144

DATE: 03-06-95

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