

L 00000000 8942 d.

POST OFFICE BOX 710
PENSACOLA, FL 32593-0710
850-438-0955
850-435-7728 (FACSIMILE)

226 PALAFOX PLACE
SIXTH FLOOR
PENSACOLA, FL 32501

July 18, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500003331025--6
-07/21/00--01034--012
*****160.00 *****160.00

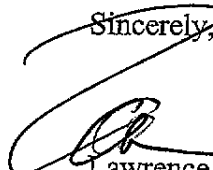
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-07/21/00--01034--013
*****25.00

Dear Sir or Madam:

Enclosed is an originally executed set of Articles of Organization for Pensacola Movie, LLC, and a check for \$160.00 for filing (\$100.00 filing fee, \$25.00 registered agent designation, \$30.00 for a certified copy, and \$5.00 for a Certificate of Status).

Please return the certified copy and the Certificate of Status to me at the above address.
Thank you for your assistance

Sincerely,


Lawrence C. Schill

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00 JUL 21 PM 11:05
TALLAHASSEE, FL
STATE

mtu
7/27

**ARTICLES OF ORGANIZATION
OF
PENSACOLA MOVIE, LLC.**

The undersigned, a member of this limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1999), adopt the following Articles of Organization for such limited liability company ("Company"):

ARTICLE I

Name

The name of the Company is PENSACOLA MOVIE, LLC.

ARTICLE II

Duration

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The Company's mailing address and the street address of its principal office are:

Mailing address: P.O. Box 710
Pensacola, FL 32593-0710

Street address: 226 Palafox Place
Sixth Floor
Pensacola, FL 32501

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RECEIVED
ALABAMA SECRETARY OF STATE

ARTICLE IV

Initial Registered Agent

Lawrence C. Schill is the Company's initial registered agent. The mailing and street address for the registered agent is:

Mailing Address: P.O. Box 710
Pensacola, Florida 32593-0710

Street Mailing Address: 226 Palafox Place
Sixth Floor
Pensacola, FL 32501

ARTICLE V

Members

The name and address of the two members of the Company, who are executing these Articles of Organization, and who constitute all of the members of the Company, are:

<u>Name</u>	<u>Address</u>
J. Collier Merrill	226 Palafox Place Sixth Floor Pensacola, FL 32501
Michael J. Twigg	1310 ½ 15 th Avenue Pensacola, FL 32503

ARTICLE VI

Management

Management of the Company shall be reserved to its members. The name and address of the two members, who constitute all the members of the Company, and who shall jointly manage the Company, are as follows:

<u>Name</u>	<u>Address</u>
J. Collier Merrill	226 Palafox Place Sixth Floor Pensacola, FL 32501
Michael J. Twigg	1310 ½ 15 th Avenue Pensacola, FL 32503

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLE VII

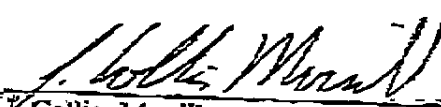
Other Provisions

1. The members of the Company may admit additional members with the unanimous approval of all members.
2. The remaining member or members of the Company may continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

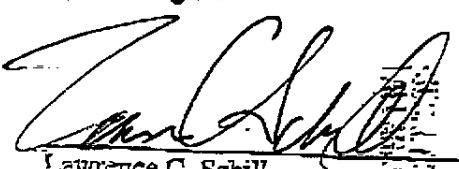
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Dated this 16th day of July, 2000.
J. Collier Merrill
Member**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 16th day of July, 2000.
Lawrence C. Schill
226 Palzfox Place
Sixth Floor
Pensacola, FL 32501

Registered Agent

00 JUL 21 11:16 AM '00
RECEIVED
JUL 21 11:16 AM '00

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