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HODGSON RUSS

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LIMITED LIABILITY AMENDMENT

SUNSTAR CINEMAS, LLC

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
SUNSTAR CINEMAS, LLC**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Hazel A. Gianatiempo, being the Organizer of SUNSTAR CINEMAS, LLC (the "LLC"), does hereby certify:

1. The name of the Company as filed on November 6th, 2000 with the Florida Secretary of State is SUNSTAR CINEMAS, LLC.
2. The Articles of Organization of the Company are hereby amended to change the name of the Company from SUNSTAR CINEMAS, LLC. to SUNSTAR THEATRES, LLC. To effect such amendment, Article I of the Articles of Organization is hereby amended and restated in its entirety to read as follows:

"ARTICLE I

NAME

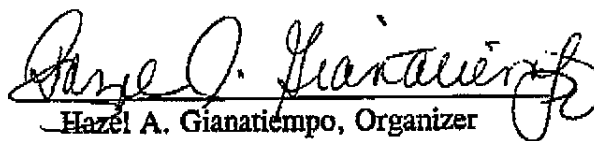
The name of the limited liability company is SUNSTAR THEATRES, LLC (the "LLC")."

THIS INSTRUMENT PREPARED BY:
Hazel A. Gianatiempo, Paralegal
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, FL 33431
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3. The foregoing amendment of the Articles of Organization was authorized by the written consent of the Organizer of the Company on November 7, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Organization this 7th day of November, 2000.


Hazel A. Gianatiempo, Organizer

FLADOCs:60149_1 (1@/T01)
33688.0001

THIS INSTRUMENT PREPARED BY:
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