

JAN-12-2001 17:04

HODGSON RUSS

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

SunStar Theatres 2, LLC

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GOODYEAR LLP**
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A Registered Limited Liability Partnership Including Professional Associations

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Must be Sent by: January 12, 2001 Time: Before 5:00 p.m.

From: Hazel A. Gianatiempo

Ext: 3020

Total Pages: 4 (including cover page)

Today's Date: January 12, 2001

Comments: Attached are the Articles of Organization for SunStar Theatres 2, LLC.

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01 JAN 12 PM 5:00
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**ARTICLES OF ORGANIZATION
FOR
SUNSTAR THEATRES 2, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is SUNSTAR THEATRES 2, LLC (the "LLC").

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the LLC is 770 Riverside Drive, Coral Springs, FL 33071

**ARTICLE IV
INITIAL REGISTERED AGENT**

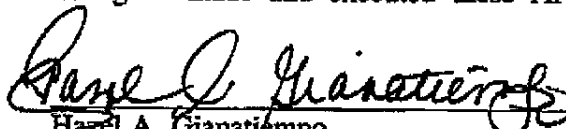
The name and the street address of the initial registered agent of the LLC in the State of Florida are:

HRAWG CORP.
2000 Glades Road, Suite 400
Boca Raton, Florida 33431-8599

**ARTICLE VII
MANAGEMENT**

The LLC is to be a member-managed company.

IN WITNESS WHEREOF, the undersigned made and executed these Articles of Organization this 12th day of January, 2001.


Hazel A. Gianatiempo
Organizer

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01 JAN 12 PM 5:00

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01 JAN 12 PM 5:00**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is SUNSTAR THEATRES 2, LLC.
2. The name and the Florida street address of the registered agent and office are:

HRAWG CORP.
2000 Glades Road, Suite 400
Boca Raton, Florida 33431-8599

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as registered agent.

HRAWG CORP.

By: 

James M. Hankins, Vice President

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