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LIMITED LIABILITY AMENDMENT

SUNSTAR THEATRES 2, LLC

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From: Hazel A. Gianatiempo
Total Pages: 4 (including cover page) Today's Date: January 31, 2001

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

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
SUNSTAR THEATRES 2, LLC**

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Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Hazel A. Gianatiempo, being the Organizer and Authorized Representative of SUNSTAR THEATRES 2, LLC (the "LLC"), does hereby certify:

1. The name of the Company as filed on January 12, 2001, with the Florida Secretary of State is SUNSTAR THEATRES 2, LLC.
2. The Articles of Organization of the Company are hereby amended to change the name of the Company from SUNSTAR THEATRES 2, LLC. to SUNSTAR THEATRES LAKE MARY, 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 LAKE MARY, LLC (the "LLC")."

THIS INSTRUMENT PREPARED BY:
Hazel A. Gianatiempo, Paralegal
Hodgson Russ 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 authorized representative of the Company on January 30, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Organization this 31st day of January, 2001.


Hazel A. Gianatiempo,
Authorized Representative

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