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LIMITED LIABILITY COMPANY

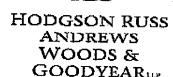
SunStar Theatres Naples, LLC

Certificate of Status	1
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ATTORNEYS AT LAW

2000 Glades Road, Suite 400 Boca Raton, Florida 33431 561-394-0500

Fax: 561-394-3862

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A Registered Limited Liability Partnership Including Professional Associations

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Today's Date: January 29, 2001

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

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ARTICLES OF ORGANIZATION

FOR

SUNSTAR THEATRES NAPLES, LLC

ARTICLE I NAME

The name of the limited liability company is SUNSTAR THEATRES NAPLES (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 29th day of January, 2001.

Haze A. Gianafiempo

Organizer

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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 NAPLES, 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.

Bv:

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Goetz, Presiden

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RY OF STATE

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