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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : HODGSON RUSS LLP
Account Number : 072720000242
Phone : (561) 394-0500
Fax Number : (561) 394-3862

AL

LIMITED LIABILITY COMPANY

Sunstar Theatres Ocala, LLC

Certificate of Status	1
Certified Copy	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
SUNSTAR THEATRES OCALA, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is SUNSTAR THEATRES OCALA, 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**

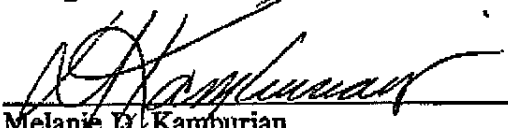
The name and the street address of the initial registered agent of the LLC in the State of Florida are:

HRAWG CORP.
1801 N. Military Trail, Suite 200
Boca Raton, Florida 33431

**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 14th day of June, 2001.


Melanie D. Kambourian
Organizer

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TALLAHASSEE, FLORIDA

**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 OCALA, LLC.
2. The name and the Florida street address of the registered agent and office are:

HRAWG CORP.
1801 N. Military Trail, Suite 200
Boca Raton, Florida 33431

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:


Richard A. Goetz, Vice President