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LIMITED LIABILITY COMPANY

Coconut Grove Playhouse, LLC

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File 04

**ARTICLES OF ORGANIZATION
OF
COCONUT GROVE PLAYHOUSE, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is COCONUT GROVE PLAYHOUSE, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office, mailing, and street address of the Company is:

3500 Main Highway
Miami, Florida 33133

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Ave., Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The business affairs of the Company shall be conducted, carried on, and member-managed. The Member shall serve in such capacity until its successor(s) are duly elected and qualified.

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ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated by the written agreement of a majority of ownership interest.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida. Notwithstanding, the Company shall be operated exclusively to further the charitable purposes of its Member.

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member. However, at all times the Company's Member shall be an Internal Revenue Code of 1986, as amended ("Code") section 501(c)(3) organization. The Company or its assets shall only be availed of, or transferred to, a non-Member other than a section 501(c)(3) organization or governmental unity in exchange for fair market value.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 15th day of January, 2004.

William R. Bloom

William R. Bloom, Esq.

Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for COCONUT GROVE PLAYHOUSE, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 15th day of January, 2004.

INTRASTATE REGISTERED AGENT CORPORATION

By: 

Name: Steven H. Hagen

Title: Vice President

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