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(((H04000065083 3)))

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To:

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From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
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19233

LIMITED LIABILITY COMPANY

Sunstar Theatre Lockport, LLC

Certificate of Status	1
Certified Copy	1
Page Count	01
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**ARTICLES OF ORGANIZATION
OF
SUNSTAR THEATRE LOCKPORT, LLC,
a Florida limited liability company**

1. The name of the limited liability company is Sunstar Theatre Lockport, LLC.
2. The mailing address and the street address of the principal office of the limited liability company is:

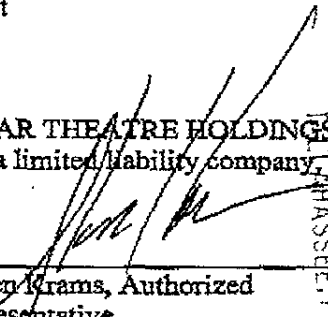
100 Northeast 39th Street
Miami, Florida 33137

3. The name and street address of the initial registered agent of the limited liability company are:

Steven Krams
100 Northeast 39th Street
Miami, Florida 33137

Dated: as of March 18, 2004.

SUNSTAR THEATRE HOLDINGS, LLC
a Florida limited liability company, Member

By: 
Steven Krams, Authorized
Representative

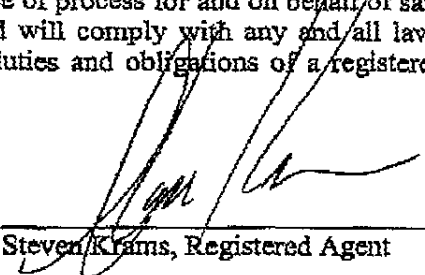
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of March 18, 2004.


Steven Krams, Registered Agent