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(Renumbered)

From: Origin ID: (561)822-1325
PAULA A. KRASKER
MOYLE FLANIGAN, ET AL
625 NORTH FLAGLER DRIVE
SUITE 900
WEST PALM BEACH, FL 33401

(City/State/Zip/Phone #)

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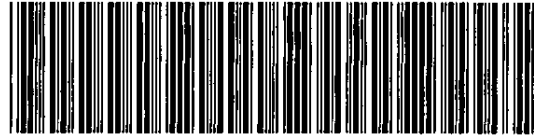
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**ARTICLES OF ORGANIZATION
OF
FRANK ALL STAR THEATERS, LLC**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is FRANK ALL STAR THEATERS, LLC ("Company").

ARTICLE II

The mailing address and street address of the principal place of business of the Company is 11380 Prosperity Farms Road, Suite 101, Palm Beach Gardens, Florida 33410. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE III

The name and street address of the initial registered agent of this Company is Paul A. Krasker, Esquire, 625 N. Flagler Drive, 9th Floor, West Palm Beach, FL 33401.

ARTICLE IV

The management of this Company shall be vested in a manager. The name and mailing address of the manager ("Manager") is as follows: Bruce S. Frank, whose address is 11380 Prosperity Farms Road, Suite 101, Palm Beach Gardens, Florida 33410.

ARTICLE V

The business of this Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VI

The power to adapt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Manager.

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ARTICLE VII

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 1st day of June, 2006.

PK

Paul A. Krasker, as Authorized Representative

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day of June, 2006, by Paul A. Krasker, as the authorized representative of the members, who is personally known to me, OR has produced _____ as identification.

(NOTARY STAMP)



Tracy Longo
Notary Name: _____
Notary Public
Serial (Commission) Number _____
(If any) _____

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of registered agent for FRANK ALL STAR THEATERS, LLC as provided for in Chapter 608, F.S.

PK

Paul A. Krasker, Registered Agent

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