

Division of Corporations

Page 1 of 1

W6000119475

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000295783 3)))



H06000295783ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: -

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

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
Phone : (305) 416-6800
Fax Number : (305) 416-6811

2006 DEC 15 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Mercato Cinema, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing Menu

Help

W6-119475

gh

H06000295783 3

ARTICLES OF ORGANIZATION
OF
MERCATO CINEMA, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **MERCATO CINEMA, LLC**, a limited liability company (the "Company").

ARTICLE II -- ADDRESS

- (a) The principal address of the Company shall be **c/o 1200 Brickell Avenue, Suite 900, Miami, Florida 33131**.
- (b) The mailing address of the Company shall be **c/o 1200 Brickell Avenue, Suite 900, Miami, Florida 33131**.

2006 DEC 15 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is AGI Registered Agents, Inc., 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

ADAMS

GALLINAR
Professional Association1200 BRICKELL AVENUE * SUITE 900 * MIAMI, FLORIDA 33131
TELEPHONE 305.416.6800 * FACSIMILE 305.416.6811

**Page 2 of Articles of Organization of
Mercato Cinema, LLC**

H06000295783 3

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement").

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the consent of the members as set forth in the Operating Agreement.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the members for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating Agreement, if any, shall determine the manner in which such the Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Articles of Organization. The name and address of the initial **Manager** of the Company is:

Cinema Holdings, LLC

**1200 Brickell Avenue, Suite 900
Miami, Florida 33131**

ARTICLE IX – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued

ADAMS

GALLINAR

Professional Association

1200 BRICKELL AVENUE * SUITE 900 * MIAMI, FLORIDA 33131
TELEPHONE 305.416.6800 * FACSIMILE 305.416.6811

FILED
2008 DEC 15 AM 8:15
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

**Page 3 of Articles of Organization of
Mercato Cinema, LLC**

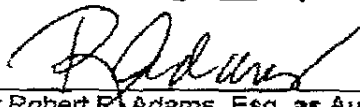
H06000295783 3

membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE X -- INDEMNIFICATION

The Company shall indemnify each Member, Manager and Organizer of the Company against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a Member, Manager and/or Organizer of the Company to the full extent permitted by the laws of the State of Florida.

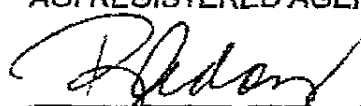
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 15 day of December, 2006.


by Robert R. Adams, Esq. as Authorized Representative

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI REGISTERED AGENTS, INC.


Robert R. Adams, President

ADAMS
GALLINAR
Professional Association

1200 BRICKELL AVENUE * SUITE 900 * MIAMI, FLORIDA 33131
TELEPHONE 305.416.6800 * FACSIMILE 305.416.6811

FILED
006 DEC 15 2006
SECRETARY OF STATE
ALLA S. STEIN
ORIDA