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**FLORIDA LIMITED LIABILITY CO.
BAY CINEMA HOLDINGS, LLC**

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ARTICLES OF ORGANIZATION
OF
BAY CINEMA HOLDINGS, LLC

The undersigned hereby organizes a limited liability company under the provisions of the Florida Revised Limited Liability Company Act, and pursuant to the following Articles of Organization:

ARTICLE 1
Name

The name of this limited liability company is:

BAY CINEMA HOLDINGS, LLC

(hereafter, the "Company").

ARTICLE 2
Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3
Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 1006 Cherwood Lane, Brandon, Florida 33511.

ARTICLE 4
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 601 Bayshore Boulevard, Suite 700, Tampa, FL 33606, and the name of the initial registered agent of the Company at that address is Craig E. Behrenfeld.

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ARTICLE 5
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The names and mailing addresses of the initial managers of the Company are:

Neal Norton
1006 Cherwood Lane
Brandon, FL 33511

Alan Degen
2407 South Grady Avenue
Tampa, FL 33629

ARTICLE 6
Indemnification

The Company shall indemnify any member, or any former member, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Organization this 31st day of August, 2015, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of his position as registered agent of the Company as provided for in Chapter 605 of the Florida Statutes.

Authorized Representative and Registered Agent:


CRAIG E. BEHRENFELD

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