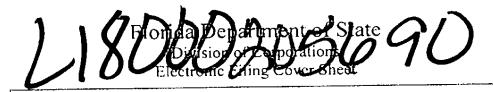
Division of Corporations



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Fax Number : (350)617-6383

From:

Account Name : STEVEN R. KUTNER, P.A.

Account Number : 120010000180 Phone : (407)644-1104

Fax Number : (407) 629-0090

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN SATELLITE CINEMAS OCEAN WALK, LLC

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September 10, 2018

FLORIDA DEPARTMENT OF STATE

SATELLITE CINEMAS OCEAN WALK, LLC Division of Corporations 250 N. ATLANTIC AVENUE, SUITE 201 DAYTONA BEACH, FL 32118US

SUBJECT: SATELLITE CINEMAS OCEAN WALK, LLC

REF: L18000205690

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please retitle document "AMENDMENED AND RESTATED ARTICLES".

Mark you!

The word "initial" or "first" should be removed from the article regarding members, managers, and/or registered agent, unless these are the individuals originally designated at the time of formation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Karen A Saly Regulatory Specialist II

FAX Aud. #: B18000261886 Letter Number: 518A00018693

# AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF SATELLITE CINEMAS OCEAN WALK, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge and file the following Amended and Restated Articles of Organization:

### ARTICLE I NAME OF THE LIMITED LIABILITY COMPANY

The name of this Limited Liability Company shall be SATELLITE CINEMAS OCEAN WALK, LLC.

### ARTICLE II ADDRESS

The street address of the principal office of the Company shall be 250 N. Atlantic Avenue, Suite 300, Daytona Beach, Florida 32118. The mailing address of the Company shall be 250 N. Atlantic Avenue, Suite 201, Daytona Beach, Florida 32118.

### ARTICLE III PERIOD OF DURATION

The Company shall commence its existence on the date the Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in the Articles of Organization or in the Operating Agreement.

### ARTICLE IV REGISTERED OFFICE AND AGENT

The street address in Florida of the registered office of the Company is 250 N. Atlantic Avenue, Suite 201, Daytona Beach. Florida 32118, and the name of the registered agent at such address is FADI WAKEEL.

#### ARTICLE V CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the eash or property set forth in the Operating Agreement.

#### ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Operating Agreement.

### ARTICLE VII ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the majority consent of all the members of the Company holding membership units of ten percent (10%) or greater, and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company holding membership units of ten percent (10%) or greater, other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

### ARTICLE VIII MEMBERS' RIGHT TO CONTINUE BUSINESS

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 membership of a member in the Company, unless the business of the Company is continued by majority consent of all the members of the Company holding membership units of ten percent (10%) or greater.

#### ARTICLE IX MANAGEMENT

The Company shall be managed by the managers in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law. The managers of the Company shall be FADI WAKEEL and ALEJANDRO SARASINO.

IN WITNESS WHEREOF, the undersigned organizer has made and s Amended and Restated Articles of Organization at Volusia County, Florida	subscribe	ed to	these
September, 2018.		93S	<u> </u>
[signatures next pages]	\$ \$ \$14 #14 75 114 55	0.1	Ш
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ALEJANDRO SAHASINO, Organizer and Manager

STATE OF Hovida

The foregoing Amended Articles of Organization were acknowledged before me this day of September. 2018. by ALEJANDRO SARASINO, who has \_\_\_\_\_ produced a driver's license as identification or \_\_\_\_ who is personally known to me.

Printed Name of Notary

Commission No.

My Commission Experos

Notary Public State of Florida Jeanne M Suter My Commission GG 254646 Expires 09/03/2022

09/10/2018 13:28

### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE OF SATELLITE CINEMAS OCEAN WALK, LLC

Under the provisions of F.S. 605.0113 or 605.0114, SATELLITE CINEMAS OCEAN WALK, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is SATELLITE CINEMAS OCEAN WALK, LLC.
  - 2. The name and street address of the registered agent in Florida is:

#### FADI WAKEEL

250 N. Atlantic Avenue, Suite 201 Daytona Beach, Florida 32118

and Restated
The undersigned, being the person named in the Amended Atticles of Organization of
SATELLITE CINEMAS OCEAN WALK, LLC, as the registered agent of this limited liability
company, hereby consents to accept service of process for the above-stated Company at the place
designated in the Amended \* Articles of Organization, and accepts the appointment as registered
agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of
all statutes relating to the proper and complete performance of his or her duties, and is familiar with and
accepts the obligations of the position of registered agent.

Date: September \_\_\_\_\_, 2018

\*and Restated

FADI WAKEEL Registered Agent

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