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SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 10 PM 2:16

September 9, 1998

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-09/10/98--01035--005
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RE: Beach Theater, L.L.C.

Dear Sir/Madam:

Please find enclosed the following for filing with the Secretary of State:

- Articles of Organization of Beach Theater, L.L.C. with Exhibit "A"
- Acceptance of Registered Agent

Also enclosed is this Firm's check in the amount of \$346.25 to cover the filing fees, registration of registered agent, and for a Certified Copy of Record and a Certificate of Status for the newly formed limited liability company.

Please contact me at the number above if you have any questions. Thank you for your assistance in this matter.

Regards,

S. Dresden Brunner

S. Dresden Brunner

/SDB
Enclosures

NAPLES/0082619.01

Cincinnati • Cleveland • Columbus • Dayton • Naples, FL • Washington, DC

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Updater Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>

ARTICLES OF ORGANIZATION
OF
BEACH THEATER, L.L.C.

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

ARTICLE I -- NAME

The name of the limited liability company shall be BEACH THEATER, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 2501 Tamiami Trail North, Suite 112, Naples, Florida 34103.

ARTICLE III -- DURATION

The Company shall commence its existence on September 8, 1998, which is a date within 5 business days prior to the date of filing these articles 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 Harvey Hoffman, 2501 Tamiami Trail North, Suite 112, Naples, Florida 34103.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the consent of a majority of the members, with votes based upon their membership interest.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of a majority of the members of the Company, with votes based upon their membership interest, and on such terms and conditions as shall be set forth in the Company's operating agreement. A member may transfer his or her interest in the Company as set forth in the regulations 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent of a majority, with votes based upon their membership interest.

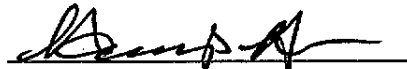
ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved (a) on the death, bankruptcy, or dissolution of a member or manager or the occurrence of any other event which terminates the continued membership of a member or on the passage of ten (10) days after the sale or other disposition of substantially all of the Company's assets, unless other assets are acquired during such time, but in no event if the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member, or (b) upon the written consent of all the members of the Company.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is Harvey Hoffman, 2501 Tamiami Trail North, Suite 112, Naples, Florida 34103.

IN WITNESS WHEREOF, under penalties of perjury, the undersigned organizer has made and subscribed these articles of organization and states that the facts herein are true, on this 8th day of September, 1998.


Harvey Hoffman
Organizer and Member

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Exhibit A

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BEACH THEATER, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$10,000.00.
3. If any, the agreed value of property other than cash contributed by the member is NONE.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$10,000.00. (This total includes amounts from 2 and 3 above.)

THE AFFIANT SAYS NOTHING FURTHER


Dated: September 8, 1998


Harvey Hoffman

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STATE OF Florida
COUNTY OF Collier

Sworn to (or affirmed) and subscribed before me this 8th day of September, 1998, by Harvey Hoffman.

 S Dresden Brunner
My Commission CC720071
Expires February 26, 2002


Notary Public -- State of Florida

Print, Type or Stamp
Commissioned Name of Notary Public

Personally Known X OR Produced Identification

Type of Identification Produced

(SEAL)

BEACH THEATER, L.L.C.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of BEACH THEATER, L.L.C., 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 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 duties, and is familiar with and accept the obligations of the position of registered agent.



Harvey Hoffman
Registered Agent

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