

L98000002929

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sky Theater Entertainment
Systems, LLC

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DIVISION OF CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Name _____

Date _____

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Walk-In _____

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**ARTICLES OF ORGANIZATION
OF
SkyTheater Entertainment Systems 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 SkyTheater Entertainment Systems LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 401 69th Street, Suite 14-B, Miami Beach, Florida 33141.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by 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 Miami Center Registered Agents, 201 South Biscayne Boulevard, 17th Floor, Miami, Florida 33131.

ARTICLE V - MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VI - TERMINATION OF EXISTENCE

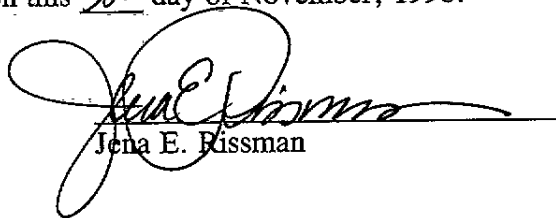
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the members 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 names and address of the members of the Company are:

<u>Name</u>	<u>Address</u>
SkyTheater, Inc.	401 69 th Street, Suite 14-B Miami Beach, Florida 33141
Sound Performance, Inc.	4030 Aurora Street Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned representative has made and subscribed these articles of organization at Miami, Florida, on this 30th day of November, 1998.


Jena E. Rissman

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of SkyTheater Entertainment Systems 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 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 its duties, and is familiar with and accepts the obligations of the position of registered agent.

MIAMI CENTER REGISTERED AGENTS, INC.

By: 

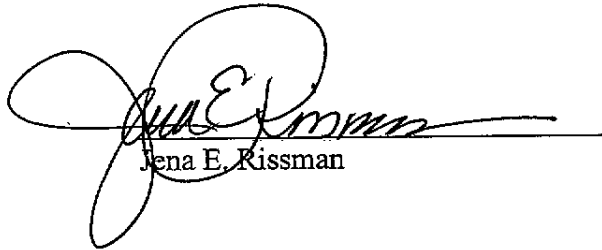
Jena E. Rissman, Vice President

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
SkyTheater Entertainment Systems LLC**

The undersigned authorized representative of a member of SkyTheater Entertainment Systems LLC deposes and says:

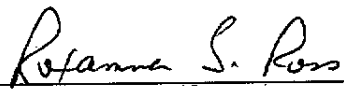
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 0
4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.

Dated: November 30th, 1998.


Jena E. Rissman

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30th day of ~~December~~ ^{November}, 1998, by Jena E. Rissman as representative of SkyTheater Entertainment Systems LLC, who is personally known to me ~~or who has produced~~ _____ as identification and who did (did not) take an oath.



Notary Public, Commission No.

Name of Notary Roxanna S. Ross 

