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Division of Corporations

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LIMITED LIABILITY COMPANY

omalley's ocean pub, llc

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 21, 1999

ALAINE S. GREENBERG  
345 W. OAKLAND PARK BLVD  
FT LAUDERDALE, FL 33311

SUBJECT: OMALLEY'S OCEAN PUB, LLC  
REF: W99000001280

RECEIVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

In my last letter we advised you that you didn't have the mailing address listed in the articles and you didn't submit the affidavit. You still don't have that information contained in the articles. Please meet all the requirements of this office.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: H99000001370  
Letter Number: 799AD0002842

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION  
OF  
O'MALLEY'S OCEAN PUB, LLC

Under Section 608 of the Florida Limited Liability Company Law

FIRST: The name of the limited liability company (the "LLC") is O'MALLEY'S OCEAN PUB, LLC having its principal place of business at 101 N. Ocean Drive, #213, Hollywood, Florida 33019 with a mailing address of 101 N. Ocean Drive, #213, Hollywood, Florida 33019.

SECOND: The County within this State in which the office of the limited liability company is to be located is Broward.

THIRD: Tudzarov & Greenberg, P.A. is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state upon which service is to be made is: 345 W. Oakland Park Boulevard, Fort Lauderdale, Florida 33311.

FOURTH: The Articles of Organization shall be effective upon filing.

FIFTH: The limited liability company is to be managed by 1 or more managers. The original managers of the limited liability company are:

Thomas Kornitzer, 101 N. Ocean Drive, #213, Hollywood, Florida 33019.

Michael McManus, 101 N. Ocean Drive, #213, Hollywood, Florida 33019.

SIXTH: The LLC is organized solely to purchase, acquire, buy, sell, own, mortgage, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in and with certain real property, and to do any and all things necessary, incidental or appropriate to that purpose.

SEVENTH: The LLC shall not commingle assets with any person or entity. The LLC shall maintain separate accounts and books and records. The LLC shall pay its debts and obligations from its own funds. The LLC shall observe the following "Separateness Covenants:"

Prepared by: Aigine S. Greenberg, Esq.  
345 W. Oakland PK. Blvd. FBNo. 699349  
Ft. Lauderdale, FL 33311 (954) 561-2709

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- a. to maintain books and records separate from any other person or entity;
- b. not to commingle its assets or funds with those of any other person or entity;
- c. to conduct its own business in its own name;
- d. to maintain separate financial statements;
- e. to pay its own liabilities out of its own funds;
- f. to observe all limited liability company formalities;
- g. to conduct all transactions with its parent or any affiliates on an arm's-length basis and pursuant to enforceable agreements;
- h. to pay the salaries of its own employees;
- i. not to guarantee, become obligated for or pay the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- j. to fairly and reasonably allocate and charge any overhead for shared office space and common employees;
- k. to use its own letterhead, invoices and checks;
- l. not to pledge its assets for the benefit of any other entity;
- m. to hold itself out as a separate entity; and
- n. to file its own tax returns

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EIGHTH: The assets of the members shall not at any time be commingled with the assets of the LLC, any dealings between the LLC and its members shall be true "arms-length" transactions.

NINTH: To the extent permitted by law, upon the resignation of two or more of the Members, the vote of a majority-in-interest of the remaining members shall be sufficient to continue the life of the LLC. If the required consents of the remaining members to continue the LLC is not obtained, the LLC shall not liquidate collateral.

TENTH: The right to add Members to the LLC will require unanimous vote by the Members.

IN WITNESS WHEREOF, this certificate has been subscribed this 2 day of January, 1999.

O'MALLEY'S OCEAN PUB, LLC

By: Alex S. [Signature]  
(Name and capacity of signer)

attorney in fact

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

O'Malley's Ocean Pub, LLC.

2. The name and address of the registered agent and office is:

Tudzarov & Greenberg, P.A.  
345 W. Oakland Park Blvd.  
Fort Lauderdale, FL 33311

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Maria Grueky  
Signature

February 2, 1999  
Date

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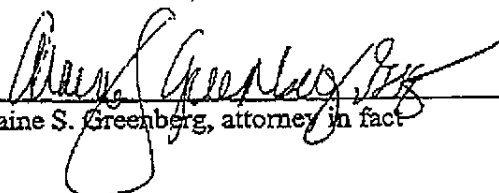
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of O'MALLEY'S  
OCEAN PUB, LLC certifies:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the members is: \$100.00;
3. If any, the agreed value of property other than cash contributed by member(s) is:  
\$ n/a (a description of the property is attached and made a part hereof); and
4. The total amount of cash and property contributed and anticipated to be contributed  
by member(s) is: \$100.00.

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TALLAHASSEE, FLORIDA

  
Elaine S. Greenberg, attorney in fact

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

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