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DELMER C. GOWING III, P.A.

101 S.E. 6TH AVENUE

DELRID BEACH, FLORIDA 33483-2001

ATTORNEYS AND COUNSELORS AT LAW

DELMER C. GOWING, III\*  
ROBERT R. ADLER

TELEPHONE (561) 276-0990  
TELECOPIER (561) 276-5003

\*ALSO ADMITTED IN  
MICHIGAN AND ILLINOIS

August 9, 1999

VIA OVERNIGHT MAIL

Florida Department of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

L 99-1166

RE: Empire Entertainment Group, L.C.

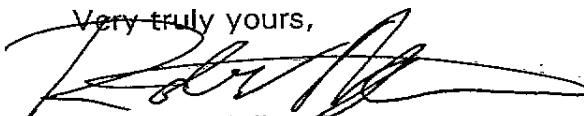
Dear Sir or Madam:

Enclosed please find the Amended and Restated Articles of  
Organization for Empire Entertainment Group, L.C. together with a check  
made payable to the Department of State in the amount of \$52.50 for the  
filing fee associated therewith.

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-08/11/99-01061-013  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Thank you for your assistance on this matter.

Very truly yours,



Robert R. Adler, Esq.

RRA/bb  
Enclosures

5/2/99

FILED  
99 SEP 14 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Wlg/ly



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 17, 1999

ROBERT R. ADLER, ESQ.  
DELMER C. GOWING III, P.A.  
101 S.E. 6TH AVE  
DELRAY BEACH, FL 33483-5261

SUBJECT: EMPIRE ENTERTAINMENT GROUP, LC  
Ref. Number: L99000001166

We have received your document for EMPIRE ENTERTAINMENT GROUP, LC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

The registered agent must sign accepting the designation.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 599A00041324

**DELMER C. GOWING III, P.A.**

101 S.E. 6TH AVENUE  
DELRAY BEACH, FLORIDA 33483-5261  
ATTORNEYS AND COUNSELORS AT LAW

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MICHIGAN AND ILLINOIS

September 9, 1999

Lee Rivers  
Document Specialist  
Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

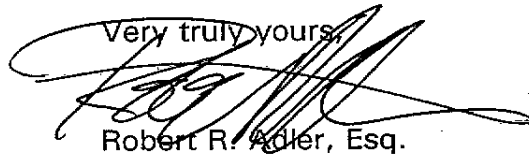
RE: Empire Entertainment Group, L.C.  
Ref. Number L99000001166

Dear Ms. Rivers:

In response to your correspondence dated August 17, 1999, enclosed herewith, please find a revised Articles of Organization for Empire Entertainment Group, L.C.

Thank you for your assistance on this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Adler', with a stylized flourish extending to the right.

Robert R. Adler, Esq.

RRA/bb  
enclosure

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
EMPIRE ENTERTAINMENT GROUP, LC**

The undersigned member, pursuant to §608.411 of the Florida Statutes, hereby amends and restates the Articles of Organization for Empire Entertainment Group, LC as follows:

**Article I. Name**

The name of this Florida limited liability company formerly known as Empire Entertainment Group, LC is: Empire Entertainment Group, L.C.

**Article II. Duration**

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or the Amended and Restated Articles of Organization set forth herein.

**Article III. Address**

The mailing address of the principal place of business of the Company is: Empire Entertainment Group, L.C., 433 Plaza Real, Suite 275, Boca Raton, Florida 33432.

**Article IV. Registered Agent**

The name and mailing address of the registered agent of the Company is: Delmer C. Gowing III, P.A., 101 S.E. 6<sup>th</sup> Avenue, Delray Beach, Florida 33483.

**Article V. Authorized Interests**

The Company shall be authorized to issue 10,000,000 units of common interests and 10,000,000 units of convertible preferred interests.

**Article VI. Percentage Interest; Membership Certificate**

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's percentage interest (which shall be equal to the number of Units owned by a member divided by the total number of units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate by the Company.

**Article VIII. Management**

The company shall be managed by a member who shall be Vasilios Koutsogiannis: 146 Via D'Este, Unit 1007, Delray Beach, FL 33445 until such time as a successor manager(s) is elected in accordance with the Regulations of the Company.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Article IX**

The purpose of the company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

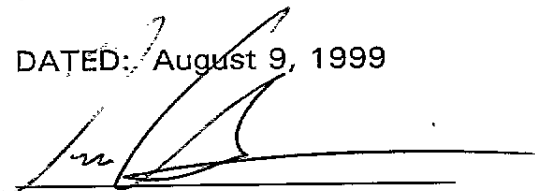
**Article X**

The company is intended to be treated as a partnership for purposes of federal income taxation.

**Article XI**

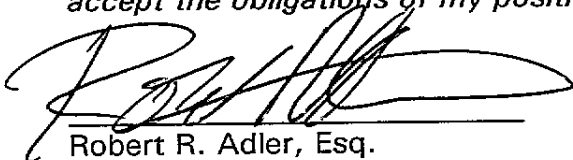
The original date of filing of these articles of organization was March 2, 1999. The amended and restated articles of organization herein shall be deemed to have become effective as of August 9, 1999...

DATED: August 9, 1999



Vasilios Koutsogiannis  
Managing Member

*Having been named as registered agent and to accept service of process for the above stated 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.*



Robert R. Adler, Esq.  
Delmer C. Gowing III, P.A.

Sep. 9, 1999

Date

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FILED