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Division of Corporations

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Florida Department of State

Division of Corporations

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Account Name : COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P.A.
Account Number : 075410000050
Phone : (305) 854-5900
Fax Number : (305) 857-9322

LIMITED LIABILITY COMPANY

Lincoln Road Entertainment, L.L.C.

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Page Count	04
Estimated Charge	\$337.50

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ARTICLES OF ORGANIZATION
OF
LINCOLN ROAD ENTERTAINMENT, L.L.C.

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of LINCOLN ROAD ENTERTAINMENT, L.L.C. (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: LINCOLN ROAD ENTERTAINMENT, L.L.C.

ARTICLE TWO

DURATION

The duration of the Company will be perpetual.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is 5080 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133.

Prepared by:
Stephen P. Johnson, Esq.
Florida Bar No. 0136387
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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ARTICLE FIVE

MANAGEMENT

The Company will be managed by a manager or managers to be elected in accordance with the Company's Regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the Regulations of the Company, are as follows:

Andrew Preston	5080 Biscayne Boulevard Miami, Florida 33137
Christopher Culbert	5080 Biscayne Boulevard Miami, Florida 33137
Robert Weidenbaum	5080 Biscayne Boulevard Miami, Florida 33137
Paul R. Caputo	5080 Biscayne Boulevard Miami, Florida 33137

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ARTICLE SIX

ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members by the vote of the members holding a majority of the equity interests in the Company.

ARTICLE SEVEN

MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the Company.

ARTICLE EIGHT

INDEMNIFICATION

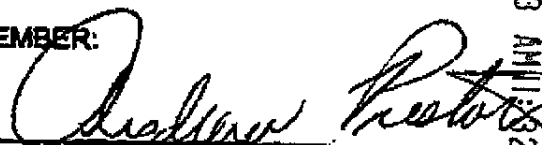
To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of

the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned Member of the Company as of May 12, 1999.

MEMBER:


Andrew Preston

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for LINCOLN ROAD ENTERTAINMENT, L.L.C. in the foregoing Articles of Organization, I, on behalf of Cober Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC., a
Florida corporation

By: 

Title: Vice President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being a member of LINCOLN ROAD ENTERTAINMENT, L.L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. The Company has at least one (1) member.
2. The total amount of cash contributed to the Company by the members of the Company is \$20,000.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is \$-0-.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in paragraphs 2 and 3 above, is \$20,000.

MEMBER:


Andrew Preston

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