

THE AUDREY HERMAN SPOTLIGHTERS THEATRE, INC.
(A Maryland Nonstock Corporation)

BYLAWS

Article One

Office

SECTION 1. Principal Office. The principal office of the Corporation shall be in Baltimore City, Maryland.

SECTION 2. Other Offices. The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time designate.

Article Two

Members

SECTION 1. Annual Meeting. The annual meeting of the members of the Corporation shall be held on a day duly designated by the Board of Directors in May if not a legal holiday, and if a legal holiday then the next succeeding day not a legal holiday, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

SECTION 2. Special Meetings. Special meetings of the members may be called at any time for any purpose or purposes by the Chairman of the Board, the President, or by a majority of the Board of Directors, and shall be called forthwith by the Chairman of the Board, the President, by a Vice President, the Secretary or any director of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. Designated Meeting Location. All meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors. Members of the board of directors or a committee of the board may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting conference telephone or other

communications equipment constitutes presence in person at the meeting.

SECTION 4. Notice of Meetings. Notice of each meeting of the members shall either be in writing and mailed, first class, postage prepaid, by the Secretary to each member of record entitled to vote thereat at his/her post office address, as it appears upon the books of the Corporation, or delivered by electronic transmission at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. Quorum. The presence in person or by proxy of thirty-three percent (33%) of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, the Articles of Incorporation or these Bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 6. Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or, if he is not present, by a Vice President; in the absence of the President or any Vice President, the members shall elect a chairman to act as presiding officer of the meeting. The Secretary of the Corporation, or, if he is not present, any Assistant Secretary, shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as secretary of the meeting.

SECTION 7. Voting. At all meetings of members, every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed, or acknowledged. All elections shall be had by at least a plurality of all of the votes cast at the meeting at which a quorum is present and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws. If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and all questions touching the qualification of voters, the validity of proxies, and the acceptance or rejection of votes, shall be decided by tellers appointed by the chairman of said meeting.

SECTION 8. Directors as Members. The Board of Directors of the Corporation shall be the members and when meeting as Directors may exercise the rights and powers

of members if the Charter or these Bylaws do not provide for members of the Corporation or in fact the Corporation has no members. Until such time as the Corporation shall have members other than directors, Article Two shall not be effective, with the exception of Section 1, when the annual meeting shall be held at a regular board of directors meeting with notice provided to directors pursuant to Article Three, Section 2.

Article Three

Directors

SECTION 1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2. Number and Term of Office. The number of directors shall be thirty-one (31) or such other number, but not less than one (1) nor more than thirty-one (31), as may be designated from time to time by resolution of a majority of the entire Board of Directors. In the event that the Corporation has members pursuant to Article Two who are not Directors, then Directors need not be members. Directors shall serve for a period of two (2) years, or if elected to fill a vacancy, then for the remainder of that term. At each annual meeting, successor Directors shall be elected to hold office for a term of two (2) years.

Directors shall hold staggered terms with one half plus one of the directors elected in one year (Class A directors) and one half of the directors elected in the next year (Class B directors). At the first election following this amendment, the Board of Directors shall have the discretion to hold elections which will create Class A and Class B Directors.

SECTION 3. Nomination and Election of Directors. The Nominating Committee shall decide upon a slate of directors and officers at least ten (10) days prior to the Annual Meeting of the members of the Corporation (if the Corporation has members who are not directors) and shall present such slate to the Board of Directors of the Corporation not less than ten (10) days prior to said Annual Meeting. Upon written request of at least one member of the Corporation, made to a member of the Nominating Committee not less than five (5) days prior to said Annual Meeting, designating an additional slate or slates of directors, the Nominating Committee shall present such slate or slates to the Board of Directors of the Corporation. Immediately thereafter, the Secretary shall apprise the members of the Corporation of said slate or slates.

The Nominating Committee shall thereafter present the said slate or slates of nominees to the members of the Corporation for election at the Annual Meeting.

SECTION 4. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, even though not a quorum, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members.

If the number of directors is increased as provided in these Bylaws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office and shall hold office until the next annual meeting of members.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members regularly called for the purpose.

SECTION 5. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment, including a secured chat room on the internet, in accordance with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland.

SECTION 6. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be delivered at least ten (10) days before the meeting by electronic transmission (including, but not limited to, e-mail, facsimile transmission or instant messaging, provided that the form of transmission can be printed or reduced to a paper copy) or mailed, first class postage prepaid, to each director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors, of which no notice shall be necessary, shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing, first class postage prepaid, the same at least three (3) days prior to the meeting or by electronic transmission (including, but not limited to, e-mail, facsimile transmission or instant messaging, provided that the form of transmission can be printed or reduced to a paper copy) or the same at least two (2) days before the meeting, to each director, but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which

every director shall be present, even though without notice, any business may be transacted, and any director may in writing waive notice of the time, place and purposes of any special meeting.

SECTION 8. Quorum. Thirty-five percent (35%) of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws.

SECTION 9. Required Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

SECTION 10. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each director may be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board, and, by resolution of the Board of Directors, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board and such reimbursement and compensation may be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 11. Nominating Committee. The Board of Directors shall elect a Nominating Committee consisting of at least one (1) officer and at least one other director. The Nominating Committee shall be selected by the Board of Directors. The Nominating Committee shall be responsible for submitting a slate of directors and a slate of officers.

SECTION 12. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise, the powers of the Board of Directors and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

Article Four

Officers

SECTION 1. Election Tenure and Compensation. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and also such other

officers including a Chairman of the Board and/or one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected annually by the Board of Directors following their election at that annual meeting, except where a longer term is expressly provided in an employment contract duly authorized and approved by the Board of Directors. The President and Chairman of the Board shall be directors and the other officers may, but need not be, directors. Any two or more of the above offices, except those of President and Vice President or President and Secretary, may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by any two or more officers. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

In the event that any office other than an office required by law shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these Bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these Bylaws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees.

SECTION 3. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all the standing committees. He shall do and perform such other duties as may, from time to time, be assigned by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board by these Bylaws.

SECTION 4. Powers and Duties of the Vice President. The Board of Directors may appoint one or more Vice Presidents. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by such officer of this Corporation as shall be designated by the Board of Directors by resolution, and the taking of any action by any such officer in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these Bylaws, and in case of his absence, refusal, or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of the members and of the Board of Directors in books provided for that purpose, and he shall perform such other duties as may be assigned by the Board of Directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

SECTION 6. Treasurer. The Treasurer shall have custody of all of the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 7. Assistant Secretary. The Board of Directors may appoint one or more Assistant Secretaries. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall be assigned by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 8. Assistant Treasurer. The Board of Directors may appoint one or more Assistant Treasurers. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall be assigned by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any such Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

Article Five

Corporate Seal

SECTION 1. Seal. In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland." Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation, but each copy thereof shall be in the custody of the Secretary of the Corporation designated by the Secretary.

Article Six

Bank Accounts and Loans

SECTION 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit such funds of the Corporation in such accounts in such banks or trust companies as shall from time to time be designated by the Board of Directors, and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited upon checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by

such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited the signatures of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate any person by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts, and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or and Assistant Treasurer of the Corporation.

SECTION 2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances, or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse, and deliver, either originally or in addition or substitution, any or all stock, bonds, rights, and interest of any kind in or to stocks, bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable, and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances, or other forms of credit to make, execute, and deliver one or more notes, acceptances, or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporation, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm, or person so designated the signatures of the officers or agents so authorized; and each such bank trust company, institution, corporation, firm, or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm, or person.

Article Seven

Reimbursements

SECTION 1. Reimbursements. Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest, or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount

disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

Article Eight

Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of August.

SECTION 2. Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice shall be given either in writing, by first class mail, by depositing the same in a post office or letter box, in a postage prepaid sealed envelope, addressed to each member, officer or director at such address as appears on the books of the Corporation, or in default of any other address, to such director, officer, or member at the general post office in the City of Baltimore, Maryland, and such notice shall be deemed to be given at the time the same shall be thus mailed; or delivered by electronic transmission. Any member, director, or officer may waive any notice required to be given under these Bylaws.

Article Nine

Amendments

SECTION 1. Amendment of Bylaws. The Board of Directors shall have the power and authority to amend, alter, or repeal these Bylaws or any provision thereof and may from time to time make additional Bylaws.

Article Ten

Indemnification

SECTION 1. Definitions. As used in this Article Ten, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the “Indemnification Section”) shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.