

BYLAWS OF BOND STREET THEATRE COALITION, LIMITED.

ARTICLE I

MEMBERS

The corporation shall have no members.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors shall have general power to control and manage the affairs and property of the corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full authority with respect to the distribution and payment of the moneys received by the corporation from time to time; provided, however, that the fundamental and basic purposes of the corporation, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any private individual.

Section 2. Number, Election, Term of Office and Removal. The number of directors shall be not less than three (3), the number to be fixed from time to time by resolution of the Board of Directors adopted by a majority of the entire Board of Directors as defined in Section 702 of the Not-for-Profit Corporation Law. The initial directors shall be the persons named in the Certificate of Incorporation. The directors shall be elected at the annual meeting of the Board of Directors then in office, and each shall continue in office until his successor shall have been elected and qualified, or until his death, resignation or removal. Any director may be removed with or without cause, by a vote of a majority of the directors then in office.

Section 3. Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled at any meeting of the Board of Directors by a majority of directors then in office. Each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his successor.

Section 4. Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall designate on such day in the month of June or such other time as the Board of Directors shall designate. Notice of the time and place of such annual meeting shall be given by the Secretary by mailing a copy thereof or delivering the same to each director not less than ten nor more than twenty days before such annual meeting.

Section 5. Special Meetings; Notice. Special meetings of the Board of Directors may be held upon the call of the President or of any two directors at the principal office of the corporation or at such other place as may be designated in the notice of such meeting. Notice of the time, place and purpose of any special meetings of the Board of Directors shall be given by the Secretary by

mailing a copy thereof or delivering the same to each director at least twenty-four hours before such meeting.

Section 6. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall designate and notice of such regular meetings need not be given.

Section 7. Quorum; Adjournments of Meetings. At all meetings of the Board of Directors, a majority of the directors in office shall constitute a quorum for the transactions of business. In the absence of a quorum, a majority of the directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 8. Organization. The President of the corporation shall preside at all meetings of the Board of Directors or, in the absence of the President, a Chairman shall be chosen by the directors present. The Secretary or Assistant Secretary of the corporation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary or Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9. Compensation. No director or officer of the corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom for his services as director, officer or in any other capacity, unless authorized by the concurring vote of two-thirds of all the directors or (notwithstanding any quorum requirement of these By-Laws) by the concurring vote of all the disinterested directors.

Section 10. Resignation. Any director may resign at any time by giving written notice to the President of the corporation. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE III

OFFICERS

Section 1. Offices. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers, if any, including one or more Vice Presidents, as the Board of Directors

may from time to time appoint or elect. One person may hold more than one office in the corporation, except that one person may not hold both the offices of President and Secretary or President and Treasurer. No instrument required to be signed by more than one officer shall be signed by one person in more than one capacity.

Section 2. Election, Term of Office, and Removal. The officers of the corporation shall be elected at the annual meeting of the Board of Directors immediately following the election of directors, and each shall continue in office until his successor shall have been elected and qualified, or until his death, resignation, or removal. Any officer of the corporation may be removed, with or without cause, by a vote of a majority of the directors then in office.

Section 3. Other Agents, etc. The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 4. Vacancies. Any vacancy in any office may be filled by the Board of Directors at a special meeting called for that purpose. Any officer so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his successor.

Section 5. President: Powers and Duties. The President shall preside at all meeting of the Board of Directors. He shall generally manage and supervise the affairs of the corporation. He shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the corporation. He shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the corporation all contracts authorized either generally or specifically by the Board of Directors. He shall perform all duties incident to the office of the President, subject however, to the control of the Board of Directors, and such other duties as shall from to time be assigned to him by the Board of Directors.

Section 6. Vice Presidents: Powers and Duties. The Vice Presidents shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice Presidents, in the order designated by the Board of Directors, shall in general have the powers and perform the duties of the President.

Section 7. Secretary: Powers and Duties. The Secretary shall act as a secretary of all meetings of the Board of Directors, and shall keep the minutes of all such meetings in the books proper for that purpose. He shall attend to the giving and serving of all notices of the corporation. He shall perform all duties incident to the office of the Secretary, subject however, to the control of the Board of Directors, and such other duties as shall from time to time be assigned to him by the Board of Directors.

Section 8. Assistant Secretary: Powers and Duties. The Assistant Secretary shall perform the duties of the Secretary in his absence or at his request.

Section 9. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds and securities of the corporation which may come into his hands. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the corporation, and shall deposit all moneys and other valuable effects of the corporation in the name and to the credit of the corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, he shall render a statement of his accounts. He shall at all reasonable times exhibit his books and accounts to any officer or director of the corporation, and shall perform all duties incident to the office of the Treasurer, subject, however, to the control of the Board of Directors, and such other duties as shall from time to time be assigned to him by the Board of Directors. The Treasurer shall if required by the Board of Directors, give such security for the faithful performance of his duties as the Board of Directors may require.

Section 10. Assistant Treasurer: Powers and Duties. The Assistant Treasurer shall perform the duties of the Treasurer in his absence or at his request.

ARTICLE IV

BOARD OF ADVISORS

Section 1. The Board of Directors may appoint from time to time any number of persons as advisors of the corporation to act either singly or as a committee or committees. Each such advisor shall hold office during the pleasure of the Board of Directors, and shall have only such authority in obligations as the Board of Directors may from time to time determine.

Section 2. No advisor of the corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom for any service rendered to the corporation by such advisor, unless authorized by the concurring vote of two-thirds of all the directors. No directors or officer of the corporation shall be eligible for appointment as an advisor.

ARTICLE V

CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

Section 1. Checks, Notes, Contracts, Etc. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the corporation. The Board of Directors shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, or stocks, bonds or other securities, as the Board of Directors in its uncontrolled discretion may deem desirable, without regard to the limitations, if any, now imposed or which hereafter be imposed by law regarding such investments.

ARTICLE VI

OFFICE AND BOOKS

Section 1. Office. The office of the corporation shall be located at such a place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the corporation correct books of account of the activities and transactions of the corporation, including a minute book, which will contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors.

ARTICLE VII

CORPORATE SEAL

The seal of the corporation shall be circular in form and shall bear the name of the corporation and words and figures showing that it was incorporated in the state of New York in 1973.

ARTICLE VIII

FISCAL YEAR

Fiscal year of the corporation shall be determined by the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (or a person of whom he is the legal or personal representative or heir or legatee) is or was a director, officer, employee or other agent of the corporation, or of any other organization served by him in any capacity at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE X

AMENDMENTS

These By-Laws may be amended at any meeting of the Board of Directors by a vote of the majority of the entire Board of Directors.

Adopted June 10, 1973

Revised April, 2004