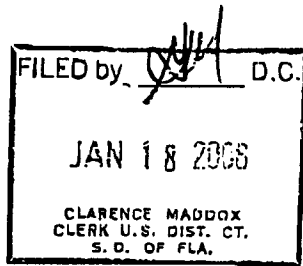


**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

THE BIG FOUR-OH, LLC, a South Carolina limited liability company,
 SUMMER 2003, LLC, a South Carolina limited liability company, and EFI NO. 32, LLC, a South Carolina limited liability company,
 Plaintiffs,
 vs.
 THE ENTERTAINMENT GROUP FUND, INC., a Florida corporation and
 WORLDWIDE ENTERTAINMENT, INC., a Delaware corporation,
 Defendants.

CASE NO. 06-20089-CIV-HUCK/SIMONTON



AGREED ORDER APPOINTING RECEIVER

WHEREAS, Plaintiffs THE BIG FOUR-OH, LLC, SUMMER 2003, LLC, and EFI NO. 32, LLC, have filed an emergency motion for the appointment of a Receiver for THE ENTERTAINMENT GROUP FUND, INC., and WORLDWIDE ENTERTAINMENT, INC., their subsidiaries, successors and assigns (“WWE Group” or “Defendants”) (the “Receivership Motion”), with full and exclusive power, duty and authority to administer and manage the business affairs, funds, assets, choses in action and any other property of the WWE Group, marshal and safeguard all of the assets of the WWE Group, and take whatever actions are necessary for the protection of the WWE Group’s creditors;

WHEREAS, Defendants consent to the entry of the Receivership Order (Plaintiffs and WWE Group shall hereafter collectively be referred to as “Parties”);

WHEREAS, Plaintiffs have made a sufficient and proper showing in support of the relief requested;

WHEREAS, the Parties have submitted the credentials of a candidate to be appointed Receiver of all of the assets, properties, books and records, and other items of the WWE Group, and the Parties have advised the Court that this candidate is prepared to assume this responsibility if so ordered by the Court.

NOW, THEREFORE, it is ORDERED, ADJUDGED, AND DECREED that Michael I. Goldberg is hereby appointed the Receiver for the WWE Group, their subsidiaries, successors and assigns, and is hereby authorized, empowered and directed to:

1. Take immediate possession of all of the WWE Group's property, assets and estate, and all property of the WWE Group of every kind whatsoever, tangible or intangible, real or personal, wheresoever located belonging to or in the possession of the WWE Group, including, but not limited to all offices maintained by the WWE Group, rights of action, funds, contract rights, books, papers, data, processing records, evidence of debt, bank accounts, savings accounts, brokerage accounts, trusts, certificates of deposit, stocks, bonds, debentures and other securities, mortgages, furniture, fixtures, computers, office supplies and equipment, and all real property of the WWE Group, wherever situated (hereinafter "Assets"), and to administer the Assets as is required to comply with the directions contained in this Order, and to hold all other assets pending further order from this Court. To the extent the Receiver deems it in the best interest of the WWE Group's creditors, the Receiver may operate the WWE Group in its ordinary and customary manner.

2. Investigate the manner in which the affairs of the WWE Group were conducted ~~and institute such actions and legal proceedings, for the benefit and on behalf of the WWE~~ Group's creditors, as the Receiver deems necessary against those individuals, corporations, partnerships, associations and or unincorporated organizations, which the Receiver may claim to

have wrongfully or otherwise improperly taken or transferred monies or other proceeds directly or indirectly traceable from the WWE Group including against the WWE Group, their officers, directors, employees, agents, trustees, holding companies, affiliates, subsidiaries or any persons acting in concert or participation with them, or against any transfers of monies of other proceeds directly or indirectly traceable from persons who have advanced monies to the WWE Group; provided such actions may include but not be limited to, seeking imposition of constructive trusts, disgorgement of profits, recovery and/or avoidance of fraudulent transfers under Florida Statute § 726.101, et. seq. or otherwise, rescission and restitution, the collection of debts, and such orders from this Court as may be necessary to enforce this Order.

3. Present to this Court a report reflecting the existence and value of the assets of the WWE Group and of the extent of its liabilities, both those claimed to exist by others and those which the Receiver believes to be legal obligations of the WWE Group.

4. Appoint one or more special agents, employ legal counsel, actuaries, accountants, clerks, consultants and assistants as the Receiver deems necessary and to fix and to pay their reasonable compensation and reasonable expenses thereof and all reasonable expenses of taking possession of the WWE Group's Assets and operating the WWE Group's business, and exercising the power granted by this Order, subject to approval by this Court at the time the Receiver accounts to the Court for such expenditures and compensation.

5. Engage persons in the Receiver's discretion to assist the Receiver in carrying out the Receiver's duties and responsibilities.

6. ~~Defend, compromise or settle legal actions, including the instant proceeding,~~ wherein the WWE Group or the Receiver is a party, commenced either prior to or subsequent to this Order, with authorization of this Court except, however, in actions where the WWE Group is

a nominal party, as in certain foreclosure actions where the action does not effect a claim against or adversely affect the Assets of the WWE Group, the Receiver may file appropriate pleadings in the Receiver's discretion. The Receiver may waive any attorney-client or other privilege held by the WWE Group.

7. Assume control of, and be named as authorized signatory for, all accounts at any bank, brokerage firm or financial institution which has possession, custody or control of any assets or funds, wherever situated, of the WWE Group and upon order of this Court, of any of their subsidiaries or affiliates, provided that the Receiver deems it necessary.

8. Make or authorize such payments and disbursements from the funds and assets taken into control, or thereafter received by the Receiver, and incur, or authorize the incurrence of, such expenses and make, or authorize the making of, such agreements as may be reasonable, necessary and advisable in discharging the Receiver's duties.

9. Have access to and review all mail of the WWE Group.

IT IS FURTHER ORDERED that, in connection with the appointment of the Receiver provided for above:

10. WWE Group, and all of its directors, officers, agents, employees, attorneys, attorneys-in-fact, shareholders, and other persons who are in custody, possession, or control of any Assets, books, records, or other persons of the WWE Group shall deliver forthwith upon demand such property, monies, books and records to the Receiver, and shall forthwith grant to the Receiver authorization to be a signatory as to all accounts at banks, brokerage firms or financial institutions, ~~which have possession, custody or control of any assets, funds or accounts~~ in the name of or for the benefit of the WWE Group.

11. All banks, brokerage firms, financial institutions, and other business entities which have possession, custody or control of any assets, funds or accounts in the name of or for the benefit of the WWE Group shall cooperate expeditiously in granting control and authorization as a necessary signatory concerning said assets and accounts to the Receiver.

12. Unless and as authorized by the Receiver, the WWE Group and its principals shall take no action, nor purport to take any action, in the name of or on behalf of the WWE Group.

13. WWE Group and their respective officers, agents employees, attorneys, and attorneys-in-fact, shall cooperate with and assist the Receiver, including, if deemed necessary by the Receiver, appearing for deposition testimony and producing documents, upon two (2) business days notice (which may be sent by facsimile), and shall take no action directly or indirectly, to hinder, obstruct, or otherwise interfere in any manner, directly or indirectly, with the custody, possession, management or control by the Receiver of the Assets described above.

14. The Receiver, and any counsel whom the Receiver may select, are entitled to reasonable compensation from the Assets now held by or in the possession or control of or which may be received by the WWE Group. Any amounts of compensation sought shall be commensurate with their duties and obligations under the circumstances and subject to the approval of the Court.

15. During the period of the receivership, all persons, including creditors, banks, investors, or others with actual notice of this Order, are enjoined from filing a petition for relief under the United States Bankruptcy Code against the WWE Group without prior permission from this Court or from in any way distributing the Assets or proceeds of the receivership or from prosecuting any actions or proceedings, which involve the Receiver or which affect the property of the WWE Group.

16. The Receiver is fully authorized to proceed with any filing the Receiver may deem appropriate under the Bankruptcy Code as to the WWE Group.

17. Title to all property, real or personal, all contracts, rights of action and all books and records of the WWE Group, wherever located within or without this state, is vested by operation of law in the Receiver.

18. No bank, savings and loan association, other financial institution, or any person or entity shall exercise any form of set-off, lien, or any form of self-help whatsoever or refuse to transfer any funds or assets to the Receiver's control without the permission of this Court.

19. Due to the fact that all the Parties consent to the appointment of the Receiver, no bond shall be required in connection with the appointment of the Receiver. Except for acts of willful misconduct or, gross negligence, the Receiver shall not be liable for any loss or damage incurred by the WWE Group or by the Receiver's officers, agents or employees, or any other person by reason of any other act performed or omitted to be performed by the Receiver in connection with the discharge of the Receiver's duties and responsibilities hereunder.

20. In the event that the Receiver discovers that the WWE Group's Assets have been improperly transferred to other persons or entities, the Receiver shall apply to this Court for an Order giving the Receiver possession of the Assets, and, if the Receiver deems it advisable, extending this receivership over any person or entity holding or receiving the Assets.

21. Immediately upon entry of this Order, the Receiver may take depositions upon oral examination of, and obtain the production of documents from, Parties and non-parties subject to two (2) business days notice. In addition, immediately upon entry of this Order, the Receiver shall be entitled to serve interrogatories, requests for the production of documents and requests for admissions or other discovery as allowed by the Federal Rules of Civil Procedure.

The Parties shall respond to such discovery requests within five (5) calendar days of service. Service of discovery requests shall be sufficient if made upon the Parties by facsimile or overnight courier. Depositions may be taken by phone or other remote electronic means.

22. This Court shall retain jurisdiction of this matter for all purposes.

DONE AND ORDERED this 18th day of January, 2006, at Miami, Florida.


UNITED STATES DISTRICT JUDGE

Copies to:

Richard A. Serafini, Esq., Greenberg Traurig, P.A., Counsel for Plaintiffs, 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, Florida 33301
Russell Forkey, Esq., Counsel for Defendants, 2888 East Oakland Park Boulevard, Fort Lauderdale, FL 33308

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