

KUTAK ROCK LLP

FOOOOOOOO 71

SUITE 800  
CENTRAL PLAZA  
1435 MAIN STREET  
KANSAS CITY, MISSOURI 64111-7200  
816-960-0090  
FACSIMILE 816-960-0041  
www.kutakrock.com

ATLANTA  
DENVER  
LINCOLN  
LITTLE ROCK  
NEW YORK  
NEWPORT BEACH  
OKLAHOMA CITY  
OMAHA  
PAIDEN  
PITTSBURGH  
SCOTTSDALE  
WASHINGTON

MERRY K. LONGSWORTH  
merry.longsworth@kutakrock.com  
(816) 960-0090

December 29, 1999

VIA FEDEX

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

800003085078--0  
-12/30/99-01087-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: 3 Theatres, Inc.  
Qualification in Florida

Dear Sir or Madam:

Enclosed for filing please find the following:

1. Two originals of the Application By Foreign Corporation For Authorization To Transact Business in Florida;
2. Original Certificate of Good Standing for 3 Theatres, Inc. in the State of Missouri;
3. Our firm check in the amount of \$78.75.

FILED  
DEC 30 1999  
TALLAHASSEE, FL  
DIVISION OF CORPORATIONS

Please file the enclosed and return a filed stamped copy and a Certificate of Good Standing in the enclosed return Federal Express envelope.

Please contact me at (816) 960-0090 if you have any questions regarding this matter.

Sincerely,

*Merry Longsworth* FOO-71

Merry K. Longsworth  
Legal Secretary

mkl  
Enclosures  
cc: Marc Salle, Esq.  
Rebecca Maahs, Esq.

Name	RL-5
Availability	RL-5
Document Examined	RL
Updated	RL
Updated/Verified	RL
Acknowledgment	RL
W. P. Verified	RL

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. 3 Theatres, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Missouri
(State or country under the law of which it is incorporated)
3.
(FEI number, if applicable)

4. December 20, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. January 10, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Entertainment Properties Trust, 30 Pershing Road, Suite 201
Kansas City, MO 64108
(Current mailing address)

8. Owning, operating, managing and leasing property at 2315 N. Federal Highway at Copans Road, Pompano Beach, FL, and activities incidental thereto.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Registered agent's address)
(Zip code)

FILED
JAN 13 1999
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barbara A Burke
(Registered agent's signature)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: David M. Brain

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

Vice Chairman: Jim Olson

Address: 8012 State Line Road, Suite 206, Shawnee Mission, KS 66208

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: David M. Brain

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

Vice President: Gregory K. Silvers

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

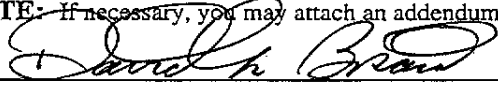
Secretary: Gregory K. Silvers

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

Treasurer: Fred L. Kennon

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David M. Brain, Chairman and President  
(Typed or printed name and capacity of person signing application)

RECEIVED  
MAY 19 11 50 AM '00  
FILED

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT  
3 THEATRES, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 20TH DAY OF DECEMBER, 1999, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 22ND DAY OF DECEMBER, 1999.

*Rebecca McDowell Cook*  
Secretary of State

