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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

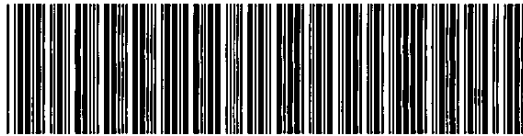
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sensible Cinemas, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MARK C. McSPARIN
(Name of Person)

Sensible Cinemas Inc
(Firm/Company)

P.O. Box 378 (Physical Address 655 W. Lincoln)
(Address)

Charleston, IL 61920
(City/State and Zip code)

For further information concerning this matter, please call:

CARI McSPARIN at 217 549-8814
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Sensible Cinemas, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. ILLINOIS 3. 37-1277204
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-1-91 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A ANTICIPATE 7-15-06
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 655 W. LINCOLN SUITE 7 CHARLESTON, IL 61920
(Principal office address)

P.O. BOX 378 CHARLESTON, IL 61920
(Current mailing address)

8. Movie Theatres / Food Service
(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 NOT acceptable)

Name: MARK C. McSPRAIN

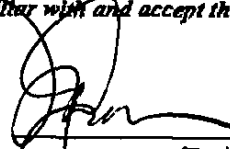
Office Address: 7725 FRONT BEACH ROAD

PANAMA CITY BEACH, Florida 32407
(City) (Zip code)

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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.


(MARK C. McSPRAIN)
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: MARK C. McSPARIN (Sole owner)

Address: #3 Stillwater
Charleston, IL 61920

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MARK C. McSPARIN (Sole owner)

Address: #3 Stillwater
Charleston, IL 61920

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

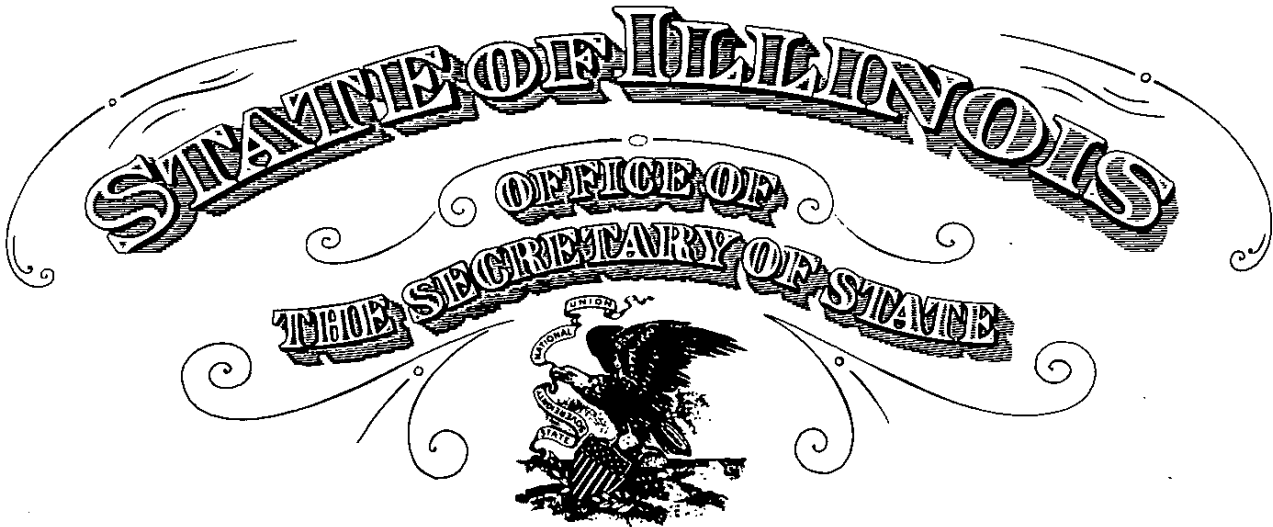
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. MARK C. McSPARIN - PRES. _____
(Typed or printed name and capacity of person signing application)

File Number

5628-864-3



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

SENSIBLE CINEMAS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 21, 1991, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this

day of JUNE A.D. 5TH 2006

Jesse White

SECRETARY OF STATE