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ACCOUNT NO. : 072100000032

REFERENCE : 677088 4304990

AUTHORIZATION : Patricia Ryzto

COST LIMIT : \$ 125.00

ORDER DATE : April 26, 2000

ORDER TIME : 2:27 PM

ORDER NO. : 677088-035 300003234003--3

CUSTOMER NO: 4304990

CUSTOMER: Christina Fulham, Legal Asst
Ropes & Gray
One International Place

Boston, MA 02110-2624

FOREIGN FILINGS

NAME: RAVE MOTION PICTURES
PENSACOLA, L.L.C. .

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
00 MAY -1 PM 4:11
STATE DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -1 AM 8:44

FILED

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2/5

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Rave Motion Pictures Pensacola, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. April 20, 2000
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Boston Ventures Limited Partnership V, c/o Boston Ventures Management Inc.
One Federal Street, 23rd Floor, Boston, MA 02110
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Rave Reviews Cinemas, L.L.C.
c/o Boston Ventures Limited Partnership V
c/o Boston Ventures Management Inc.
One Federal Street, 23rd Floor
Boston, MA 02110

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TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The ownership, development, operation and sale of movie theaters and other public entertainment facilities and any and all other lawful acts or activities.

Richard E. Gordet
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Richard E. Gordet, Authorized Representative
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Rave Motion Pictures Pensacola, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET,

Florida street address (P.O. Box NOT ACCEPTABLE)

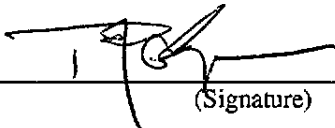
TALLAHASSEE

FL 32301

City/State/Zip

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

Aggr. v.?

TIMOTHY J. O'BRIEN

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAVE MOTION PICTURES PENSACOLA, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000: __

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00 MAY -1 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0409714

DATE: 04-28-00