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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAY - 8 PM 1: 15

RECEIVED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Phoenix Adlabs Theatre Management, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAY - 8 AM 8: 12

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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. Phoenix Adlabs Theatre Management, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Tennessee 3. 26-2073578
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 02/25/2008 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 04/18/2008
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 111 Center Park Drive, Suite 1003, Knoxville, TN 37922
(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:

Philip J Zacheretti, 111 Center Park Drive, Suite 1003, Knoxville, TN 37922

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: _____

Motion Picture Exhibitor

Philip J. Zacheretti
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.)

Philip J Zacheretti
Typed or printed name of signee

FILED
08 MAY -8 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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:

Phoenix Adlabs Theatre Management, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

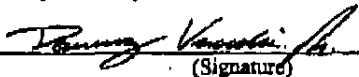
City/State/Zip

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08 MAY -8 AM 8:12
SECRETARY OF STATE
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, Florida Statutes.

CT Corporation System

By:



(Signature)

Danny Verdecchia, Jr. Asst. Secretary

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

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 05/07/2008
REQUEST NUMBER: 00120195
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/29/2008
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0570926
JURISDICTION: TENNESSEE

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
.....
"PHOENIX ADLABS THEATRE MANAGEMENT, LLC"

.....
A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

.....
FOR: REQUEST FOR CERTIFICATE

ON DATE: 05/07/08

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00004398534
ACCOUNT NUMBER: 00101250



25-402

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE