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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Ashbrie Cinema, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

- Walk in
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other *articles*

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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00 JAN 26 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JAN 26 2000

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
ASHBRIE CINEMA, INC.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation shall be ASHBRIE CINEMA, INC. ("Corporation"). The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

**ARTICLE II  
PRINCIPAL OFFICE**

The initial principal office and place of business and mailing address of this Corporation shall be: c/o James S. Campbell, 3 West Garden Street, Suite 700, Pensacola, Florida 32501.

**ARTICLE III  
REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is 3 West Garden Street, Suite 700, Pensacola, Florida 32501, and the name of the initial registered agent of the Corporation at that address shall be James S. Campbell.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share. No shares without nominal or par value shall be issued.

**ARTICLE V  
DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the Corporation, but the number of directors of the Corporation shall not be less than one nor more than nine.

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The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected are:

Nels P. Offerdahl  
Lake Cinema  
1030 9<sup>th</sup> Street  
Morgan City, Louisiana 70380

Abbie L. Offerdahl  
Lake Cinema  
1030 9<sup>th</sup> Street  
Morgan City, Louisiana 70380

#### **ARTICLE VI INCORPORATOR**

The name and street address of the incorporator and the person signing the Articles of Incorporation is:

James S. Campbell  
Beggs & Lane  
3 West Garden Street, Suite 700  
Pensacola, Florida 32501

#### **ARTICLE VII BUSINESS OF CORPORATION**

The general nature of the business to be transacted by this Corporation is, among other things, to engage in every aspect and phase of the business of purchasing, operating, and owning a movie cinema and to do all things in connection therewith that are customarily done under the laws of the State of Florida and to otherwise carry on any and all other activities as may be permitted under applicable law, including without limitation, *Florida Statutes Chapter 607, et al.*

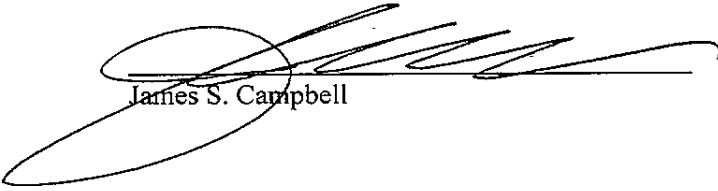
#### **ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be given in accordance with the bylaws of the Corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

#### **ARTICLE IX BYLAWS**

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Board of Directors.

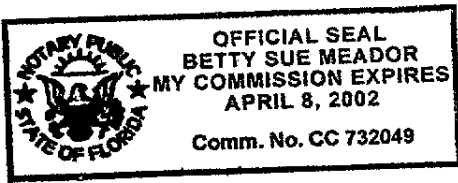
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25<sup>th</sup> day of January, 2000


  
James S. Campbell

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25th day of January, 2000, by James S. Campbell, on behalf of ASHBRIE CINEMA, INC., a Florida corporation, who did/did not take oath and who:

is personally known to me;  
 produced a current Florida driver's license as identification; or  
 produced \_\_\_\_\_ as identification.



  
Notary Public  
BETTY SUE MEADOR  
Print Name of Notary  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

W:WORK CORP Articles 2000


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, *Florida Statutes*, the following is submitted: That  
ASHBRJE CINEMA, INC, desiring to organize or qualify under the laws of the State of Florida, with its  
principal place of business at c/o James S. Campbell, 3 West Garden Street, Suite 700, Pensacola, Florida  
32501, has named James S. Campbell, 3 West Garden Street, Suite 700, Pensacola, Florida 32501, as its  
agent to accept service of process within Florida.

By: 

James S. Campbell, Incorporator

Having been named to accept service of process for the above-stated Corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the  
provisions of all statutes relative to the proper and complete performance of my duties.

  
James S. Campbell, Registered Agent

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