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MELVIN AND MELVIN
PROFESSIONAL ASSOCIATION

MICHAEL W. MELVIN
JOAN B. MELVIN

SUITE 408
4000 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE (305) 776-0860
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January 25, 1996

RECORDED & INDEXED
-02/08/96--01102--010
***122.50 ***122.50

Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: MUVICO THEATERS, INC./TRADE DEVELOPMENT CORPORATION
OF SOUTH FLORIDA, INC.

Gentlemen:

Enclosed please find Certificate of Amendment to Certificate of Incorporation of Muvico Theaters, Inc., changing name to Trade Development Corporation of South Florida, Inc. Along with my trust account check in the amount of \$351.00 representing the amendment fee.

In addition, enclosed please find the original and one copy of the Articles of Incorporation on Muvico Theaters, Inc. I am also enclosing my trust account check in the amount of \$122.50 representing your fee.

For your information, the signer of each document, Mr. Hashemi, is one of the owners, one of the Directors and the President of each corporation.

At your convenience, please forward the Certificate of Incorporation along with a certified copy of the Articles to this office.

Thank you for your continuing cooperation.

Sincerely yours,

MICHAEL W. MELVIN

MWM:mam
Enclosures
cc: Mr. A. Hamid Hashemi

FILED 70
R. AGENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 122.50

Rec. 2/6/96 New Articles-
of 2/6/96

ARTICLES OF INCORPORATION

OF

MUVICO THEATERS, INC.

FILED

96 FEB -6 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MUVICO THEATERS, INC., whose address is 3101 North Federal Highway, Sixth Floor, Fort Lauderdale, Florida 33306.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles if this instrument is filed with the Department of State within five (5) days, exclusive of legal holidays, after said subscription and acknowledgment and if same are subsequently approved by the Department of State and all filing fees and taxes paid; otherwise, corporate existence shall begin when this instrument has been filed with the Department of State and is approved by it and all filing fees and taxes have been paid.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business. In addition, and without limiting the foregoing, the corporation may 1) do all and everything necessary or incidental to the protection and benefit of the corporation and in general carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not said business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which this corporation is organized; (2) carry on any business and have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed thereunder; and (3) do any or all of the things set forth as principal, agent, broker or otherwise either alone or in conjunction with others, and in any part of the world. The

objects and purposes specified in the foregoing portions of this Article shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other section of this Certificate, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per share par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2929 East Commercial Blvd., Suite 402, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation at that address is MICHAEL W. MELVIN. The above registered agent and street address for the registered office is also the name and street address of the Registered Agent for service of process upon this corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is A. HAMID HASHEMI, 255 Commercial Blvd., Lauderdale-by-the-Sea, Florida 33308.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - CUMULATIVE VOTING

At the election for Directors, every shareholder entitled to vote at the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes upon the same principle among any number of candidates.

ARTICLE XII - RESERVATION

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of January, 1996.

Witnesses:

Mary Ann Majni
Mary Ann Majni
Printed name of witness

Sandra Giovanelli
Sandra Giovanelli
Printed name of witness

A. HAMID HASHEMI (SEAL)

Having been named to accept services of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Witnesses:

Mary Ann Majni
Mary Ann Majni

Printed name of witness

James J. Gennard
James J. Gennard

Printed name of witness

MICHAEL W. MELVIN (SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this 20th day of January, 1996, personally came and appeared before me, the undersigned authority, A. HAMID HASHEMI and MICHAEL W. MELVIN, to me well known to be the persons described in and who executed the foregoing instrument and they acknowledged to and before me the they executed the same as their free and voluntary act and deed for the uses and purposes set forth and expressed therein. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above-written.

OFFICIAL NOTARY SEAL
MARY ANN MAJNI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC215066
MY COMMISSION EXP. AUG. 5, 1996

Mary Ann Majni
Notary Public

Printed Name of Notary Public

My Commission Expires:

(Print, Type or Stamp Commissioned Name of Notary Public)
Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____