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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) TAMARAC Cinema V, Inc (CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF INCORPORATION
OF
TAMARAC CINEMA V, INC.**

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The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

TAMARAC CINEMA V, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 13005 Biscayne Bay Drive, North Miami, Florida 33181.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permissible under the laws of the United States, the State of Florida or any state, country, territory or nation.

ARTICLE IV - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at anyone time is one hundred (100) shares common capital stock..

ARTICLE V - BOARD OF DIRECTORS, AND MEMBERS

The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred herein as Directors. The directors will be

elected by a majority vote of the shareholders.

The name and street addresses of the initial board of directors and member of this Corporation is:

Paulette A. Mardak, President
13005 Biscayne Bay Drive
North Miami, Florida 33181

Michelle Grosman, Secretary/Treasurer
13005 Biscayne Bay Drive
North Miami, Florida 33181

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE VII - INCORPORATOR

The names and street addresses of the incorporator to these Articles of Incorporation shall be:

Peter J. Yanowitch
800 Brickell Avenue
Suite 550
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on these Articles of Incorporation this 10th day of December, 1996.


Peter J. Yanowitch

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

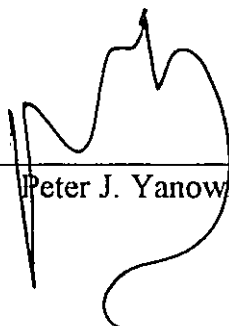
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TAMARAC CINEMA V, INC.
2. The name and address of the registered agent and office is:

PETER J. YANOWITCH
800 Brickell Avenue
Suite 550
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.



Peter J. Yanowitch

12/10/96

Date