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HENRY P. TRAWICK, P.A.
P.O. Box 4019
Sarasota, Florida 34230
941 366-0660

PROFIT CORPORATION TRANSMITTAL:

Re: Art Cinema Service Corp.

Date: July 27, 1998

Enclosed are the original and copy of proposed articles of incorporation with our check for your fees computed as:

Filing fee	\$	35.00
Certified Copy	\$	52.50
Registered agent	\$	35.00

Please certify the copy and return it to us.

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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98 JUL 31 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ART CINEMA SERVICES CORPORATION
ARTICLES OF INCORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES the incorporator forms a corporation under the Business Corporations Act:

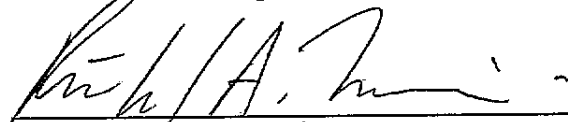
1. NAME. The name of this corporation is ART CINEMA SERVICES CORPORATION.
2. PRINCIPAL OFFICE. The address of the principal office of this corporation is 1551 Oak Street, Sarasota, Florida 34236 and its mailing address is P.O. Box 4019, Sarasota, Florida 34230.
3. CAPITAL STOCK. This corporation is authorized to issue one class of common stock comprising 1,000 shares of common stock with a par value of \$10.00 and unlimited voting rights that are entitled to receive the net assets of the corporation on dissolution.
4. REGISTERED AGENT. The initial registered agent for the corporation is Richard A. Morris and the initial registered office is located at 1551 Oak Street, Sarasota, Florida 34236.
5. INCORPORATOR. The name and street address of the incorporator is Julie A. Mullet, 2055 Wood Street, Suite 218, Sarasota, Florida 34237.

DATED on July 27, 1998.


Julie A. Mullet

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN APPOINTED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the appointment. The undersigned is familiar with, and accepts, the obligations of registered agent for the corporation.


Richard A. Morris