



160432

ACCOUNT NO. : 072100000032

REFERENCE : 110870 11208A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 131.25

ORDER DATE : January 25, 1999

ORDER TIME : 1:00 PM

EFFECTIVE DATE
1/28/99

Merger

ORDER NO. : 110870-005

CUSTOMER NO: 11208A

CUSTOMER: John B. Kent, Esq
Kent Crawford & Gooding
Suite 900
225 Water Street
Jacksonville, FL 32202

600002753776--4

ARTICLES OF MERGER

KENT THEATRES, INC
SPOTLIGHT CINEMAS, INC.

INTO

KENT ENTERPRISES, INC.

FILED
99 JAN 25 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX(3) CERTIFIED COPY
- XX(2) PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds
DIVISION OF CORPORATION

EXAMINER'S INITIALS:

JOR
1/25/99

99 JAN 25 PM 1:40

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

KENT THEATRES, INC., a Florida corporation 209652

SPOTLIGHT CINEMAS, INC., a Florida corporation P95000082968

INTO

KENT ENTERPRISES, INC., a Florida corporation, 160432

File date: January 25, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
1/28/99

ARTICLES OF MERGER

99 JAN 25 PM 4:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER of KENT ENTERPRISES, INC., a Florida corporation, KENT THEATRES, INC., a Florida corporation and SPOTLIGHT CINEMAS, INC., a Florida corporation, dated the 20th day of January, 1999.

1. Merger. Kent Enterprises, Inc. (hereinafter referred to as the "Corporation"), Kent Theatres, Inc. (hereinafter referred to as "Kent"), and Spotlight Cinemas, Inc. (hereinafter referred to as "Spotlight") agree to, and hereby do effect the merger of Kent and Spotlight into the Corporation on the terms and conditions hereinafter set forth. The corporation which is to survive the merger is Kent Enterprises, Inc. which shall continue under the name of Kent Enterprises, Inc. and have all of the purposes and powers of the Corporation.

2. State of Incorporation. The Corporation was incorporated under the laws of the State of Florida on February 4, 1950. Kent was incorporated under the laws of the State of Florida on February 6, 1958. Spotlight was incorporated under the laws of the State of Florida on October 30, 1995.

3. Changes in the Articles of Incorporation. The articles of incorporation of the Corporation as heretofore amended are to be the articles of incorporation of the merged Corporation.

4. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of Common Stock, all of which are of the same class and no par value, of which 50,000 shares are issued and outstanding. The total number of shares of stock which Kent has authority to issue is 100 shares of Capital Stock, all of which are of the same

class and of no par value of which 100 shares are issued and outstanding. The total number of shares of stock which Spotlight has authority to issue is 1,000 shares of Common Stock, all of which are the same class and par value of \$1 per share, with an aggregate par value of \$1,000 of which 1,000 shares are issued and outstanding.

5. Conversion of Issued Shares on Merger. The manner of converting the stock of the Corporation (prior to merger) and the stock of Kent and the stock of Spotlight is as follows:

(a) Each share of Capital Stock of the Corporation (prior to merger) outstanding on the effective date of the merger shall be converted into one (1) share of no par Common Stock of the Corporation (after merger), upon surrender of the same to the transfer agent of the Corporation designated for that purpose.

(b) Each share of Capital Stock of Kent outstanding on the effective date of the merger shall be converted into Two Hundred Seventy (270) shares of no par Common Stock of the Corporation (after merger), upon surrender of the same to a transfer agent of the Corporation designated for that purpose.

(c) Each share of Capital Stock of Spotlight outstanding on the effective date of the merger shall be converted into Three (3) shares of no par Common Stock of the Corporation (after merger) upon surrender of the same to a transfer agent of the Corporation designated for that purpose.

6. Directors. The names of the persons who are to be directors of the Corporation (after merger) and who shall hold office until their successors are chosen and qualified according to the By-Laws of the Corporation are as follows:

Robert M. Fulford
2870 University Boulevard, West
Suite 103
Jacksonville, Florida 32217

William J. Homer
2870 University Boulevard, West
Suite 103
Jacksonville, Florida 32217

Sarah J. Homer
2870 University Boulevard, West
Suite 103
Jacksonville, Florida 32217

7. Effect of Merger. On the effective date of the merger all of the property, rights, privileges and franchises, of whatsoever nature and description, of Kent and Spotlight, including subscriptions for shares and other choses in action belonging to each of them, shall be transferred to, vested in, and shall devolve upon the Corporation, without further act or deed; and all property, rights, privileges and franchises, and every other interest, shall be as effectually the property of the Corporation as they were of each of the respective corporations party to these Articles, and the title to all real estate vested in Kent and Spotlight shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Corporation.

8. Principal Office. The principal office of the Corporation is, and shall continue to be, located at 2870 University Boulevard, West, Suite 103, Jacksonville, Duval County, Florida 32217.

9. Effective Date. The effective date of the merger of Kent and Spotlight into Corporation and of these Articles shall be deemed to be midnight of January 28, 1999, provided that the merger agreed to herein shall have been accepted for record by

the Secretary of State of the State of Florida prior to that date; otherwise the effective date shall be the date on which these Articles of Merger shall have been accepted for record by the Secretary of State of Florida.

10. Adoption of the Plan of Merger. These Articles of Merger were duly authorized and adopted by the Board of Directors and Stockholders of each of the corporations party hereto in accordance with the laws of the State of Florida on January 20, 1999.

11. Expenses. Corporation shall pay all expenses of effecting the merger.

12. Counterparts. Any number of counterparts of these Articles may be executed and each such counterpart shall be deemed an original.

IN WITNESS WHEREOF, Kent Enterprises, Inc., Kent Theatres, Inc., and Spotlight Cinemas, Inc., pursuant to authority duly given by their respective Boards of Directors, have by their respective Presidents or Vice Presidents executed these presents and have caused their corporate seals to be affixed and attested by their respective Secretaries:

KENT ENTERPRISES, INC.

By

William J. Homer

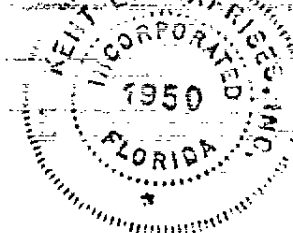
Its Vice President

ATTEST:

Paul Homer

Its Secretary

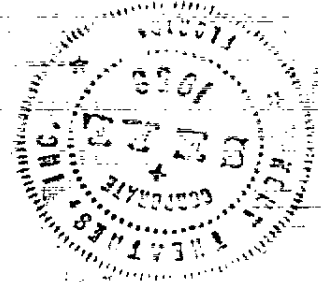
(CORPORATE SEAL)



KENT THEATRES, INC.

By William J. Homer
Its Vice President

(CORPORATE SEAL)



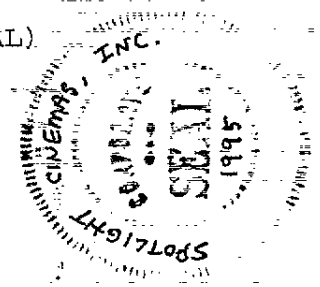
ATTEST

Sarah J. Homer
Its Secretary

SPOTLIGHT CINEMAS, INC.

By William J. Homer
Its Vice President

(CORPORATE SEAL)



ATTEST

Sarah J. Homer
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22nd day of January, 1999, by William J. Homer and Sarah J. Homer, as Vice President and Secretary of each of Kent Enterprises, Inc., a Florida corporation, Kent Theatres, Inc., a Florida corporation, and Spotlight Cinemas, Inc., a Florida corporation, on behalf of each of said corporations, and who executed the foregoing Articles of Merger, and who are personally known to me.

Joann Green JOANN GREEN
Notary Public, State of Florida
My commission expires:

(Notarial Seal)



STATE OF FLORIDA
COUNTY OF DUVAL

I, Sarah J. Homer, Secretary of each of Kent Enterprises, Inc., a Florida corporation, Kent Theatres, Inc., a Florida corporation, and Spotlight Cinemas, Inc., a Florida corporation, do hereby certify that the foregoing agreement, entitled "Articles of Merger", has been adopted by all the stockholders of each of said corporations on January 20, 1999.

WITNESS my hand and corporate seal the 22nd day of January,

1999

(CORPORATE SEAL)

KENT ENTERPRISES, INC.

By Sarah J. Homer
Sarah J. Homer
Its Secretary

(CORPORATE SEAL)

KENT THEATRES, INC.

By Sarah J. Homer
Sarah J. Homer
Its Secretary

(CORPORATE SEAL)

SPOTLIGHT CINEMAS, INC.

By Sarah J. Homer
Sarah J. Homer
Its Secretary

Sworn to and subscribed before me this 22nd day of January, 1999.

Joann Green
Notary Public, State of Florida JOANN GREEN

My Commission Expires: _____

(NOTARY SEAL)

