

KUTAK ROCK LLP

FOOOOOOOO 71

SUITE 800  
CENTRAL PLAZA  
435 MAIN STREET  
KANSAS CITY, MISSOURI 64111-7200  
816-960-0090  
FACSIMILE 816-960-0041  
www.kutakrock.com

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MERRY K. LONGSWORTH  
merry.longsworth@kutakrock.com  
(816) 960-0090

December 29, 1999

VIA FEDEX

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

800003085078--0  
-12/30/99-01087-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: 3 Theatres, Inc.  
Qualification in Florida

Dear Sir or Madam:

Enclosed for filing please find the following:

1. Two originals of the Application By Foreign Corporation For Authorization To Transact Business in Florida;
2. Original Certificate of Good Standing for 3 Theatres, Inc. in the State of Missouri;
3. Our firm check in the amount of \$78.75.

Please file the enclosed and return a filed stamped copy and a Certificate of Good Standing in the enclosed return Federal Express envelope.

Please contact me at (816) 960-0090 if you have any questions regarding this matter.

Sincerely,

Merry Longsworth-FOO-71

Merry K. Longsworth  
Legal Secretary

mkl  
Enclosures  
cc: Marc Salle, Esq.  
Rebecca Maahs, Esq.

Name	OK-1-5
Availability	
Document	OK
Examination	OK
Update	OK
Update	OK
Verify	OK
Acknowledgment	OK
W. P. Verify	OK

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. 3 Theatres, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Missouri 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 20, 1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 10, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Entertainment Properties Trust, 30 Pershing Road, Suite 201  
Kansas City, MO 64108  
(Current mailing address)
8. Owning, operating, managing and leasing property at 2315 N. Federal Highway at Copans  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)  
Road, Pompano Beach, FL, and activities incidental thereto.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: CT Corporation
- Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Barbara A. Burke  
(Registered agent's signature)

**BARBARA A. BURKE**  
**SPECIAL ASSISTANT SECRETARY**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: David M. Brain

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

Vice Chairman: Jim Olson

Address: 8012 State Line Road, Suite 206, Shawnee Mission, KS 66208

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: David M. Brain

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

Vice President: Gregory K. Silvers

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

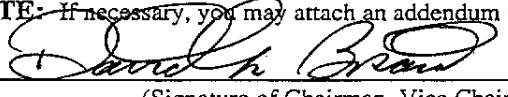
Secretary: Gregory K. Silvers

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

Treasurer: Fred L. Kennon

Address: 30 Pershing Road, Suite 201, Kansas City, MO 64108

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David M. Brain, Chairman and President  
(Typed or printed name and capacity of person signing application)

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE  
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE  
AND IN MY CARE AND CUSTODY REVEAL THAT  
3 THEATRES, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 20TH  
DAY OF DECEMBER, 1999, AND IS IN GOOD STANDING, HAVING FULLY  
COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
22ND DAY OF DECEMBER, 1999.

  
Secretary of State

