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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOUTHERN CINEMAS, INC.
(Name of corporation)

DOCUMENT NUMBER: 160432

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

CHERYL DUREN, PARALEGAL
(Name of person)

STINSON MORRISON HECKER LLP
(Name of firm/company)

1201 WALNUT STREET, SUITE 2900
(Address)

KANSAS CITY, MO 64106
(City/state and zip code)

For further information concerning this matter, please call:

CHERYL DUREN at (816) 691-2664
(Name of person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of FLORIDA in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: SOUTHERN CINEMAS, INC.
- 2. The principal office address: 6801 WEST 107TH STREET, OVERLAND PARK, KANSAS 66212
- 3. The mailing address (if different): _____
- 4. Date of incorporation/qualification: 2/04/50 Document number: 160432

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

HOMER, WILLIAM J
1970 S THIRD STREET
JACKSONVILLE BEACH FL 32250

6. The name and street address of the new registered agent (if changed) and /or registered office (changed):

CT Corporation System
c/o CT Corporation System
 (P.O. Box or personal mailbox NOT acceptable)
1200 South Pine Island Road, Plantation, Florida 33324

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

[Signature]
 (Signature of an officer, director, or vice chairman of the board)

JOHN W. HARTLEY, JR.
 (Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: [Signature]
 (Signature of Registered Agent)

11/15/04
 (Date)

If signing on behalf of an entity:
John J. Linnihan
 (Typed or Printed Name)

Asst V.P.
 (Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314