



THE UNITED STATES
CORPORATION
COMPANY

209652

ACCOUNT NO. : 072100000032

REFERENCE : 106809 11208A

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 43.75

FILED
99 JAN 21 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 21, 1999

ORDER TIME : 10:29 AM

ORDER NO. : 106809-010

CUSTOMER NO: 11208A

*Amended &
Restated*

400002749694--8

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

DOMESTIC AMENDMENT FILING

NAME: KENT THEATRES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

RECEIVED
99 JAN 21 AM 11:30
DIVISION OF CORPORATION

**02250, 00579, 00664, 00672*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 21, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: KENT THEATRES, INC.
Ref. Number: 209652

RESUBMIT

Please give original
submission date as file date.

We have received your document for KENT THEATRES, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 799A00002889

RECEIVED

99 JAN 22 PM 2:21

DIVISION OF CORPORATION

Pg 5
Corrected

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KENT THEATRES, INC.

99 JAN 21 AM 11:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Amended and Restated Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to, and in compliance with, the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation is KENT THEATRES, INC. The principal place of business is 2870 University Boulevard, West, Suite 103, Jacksonville, Florida 32217.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of no par common stock. All stock shall be fully paid and non-assessable. Shares of stock without nominal or par value may be issued and disposed of for such considerations as may be fixed, from time to time, by the Board of Directors.

ARTICLE IV.

The amount of the capital with which this corporation shall and does hereby begin business, shall be and is the sum of \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The street address of the registered office of this corporation is 2870 University Boulevard, West, Suite 103, Jacksonville, Florida 32217, and the name of the registered agent of this corporation at that address is William J. Homer. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VII

The number of the Directors of this corporation shall be not less than one (1) nor more than five (5) as fixed from time to time by the provisions of the By-Laws.

ARTICLE VIII

The names and addresses of the Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation and the laws of Florida, shall hold office for the year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
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.

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation and a statement of the number of shares of stock which the subscriber agrees to take along with the value thereof are as follows:

Subscriber: William J. Homer

Street Address: 2870 University Boulevard, West
Jacksonville, Florida 32217

Shares of Stock: Number: 10 Value: \$2,700.00

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business as heretofore set out in Article IV.

ARTICLE X

The officers of this corporation shall be a President, a Secretary, and such other officers as the Board of Directors may deem necessary. All officers shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII

This corporation commenced its corporate existence on February 4, 1950, the date of the filing of the original Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 1st day of January, 1999, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

William J. Homer (Seal)
William J. Homer

STATE OF FLORIDA

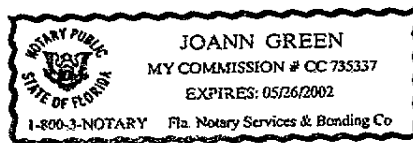
COUNTY OF DUVAL

Before me personally appeared William J. Homer, to me well known and personally known to me to be the individual described in and who executed the foregoing Restated Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of January, 1999.

JoAnn Green
JOANN GREEN
[print or type name]
Notary Public, State of Florida
My Commission Expires: _____
Serial No. (if any): _____

(Notarial Seal)



STATE OF FLORIDA
COUNTY OF DUVAL

I, Sarah J. Homer, Secretary of Kent Theatres, Inc., a Florida corporation, do hereby certify that the foregoing "Amended and Restated Articles of Incorporation" has been adopted by the Board of Directors of the corporation on January 1, 1999, and approved and adopted by all the stockholders of the corporation on January 1, 1999.

WITNESS my hand and corporate seal the 20th day of January, 1999.

(CORPORATE SEAL)

KENT THEATRES, INC.

By *Sarah J. Homer*
Sarah J. Homer
Its Secretary

Sworn to and subscribed before me this 20th day of January, 1999.

Joann Green
[print or type name] JOANN GREEN
Notary Public, State of Florida
My Commission Expires: _____
Serial No. (if any): _____

(Notarial Seal)



C E R T I F I C A T E

CERTIFICATE DESIGNATING THE REGISTERED OFFICE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM SUCH PROCESS MAY BE SERVED.

KENT THEATRES, INC., in compliance with Chapter 48.091,
Florida Statutes, and desiring to organize under the laws of the
State of Florida with its registered office, as indicated in the
articles of incorporation at 2870 University Boulevard, West
Suite 103, Jacksonville, Duval County, Florida, 32217 has named
William J. Homer as its registered agent to accept service of
process within the State of Florida at its registered office.

FILED
JAN 21 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Statute relative to keeping said office
open from 10:00 a.m. to 12:00 noon each day except Saturdays,
Sundays and legal holidays.



William J. Homer
Registered Agent