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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LAW OFFICES OF
MAYER, KENNEDY & RANDOLPH

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October 24, 2000

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

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Re: DRIVE-IN THEATRES OF FLORIDA, INC.

Dear Sir or Madam:

Enclosed please find the following documents submitted for filing on behalf of the above captioned corporation: (1) Restated Articles of Incorporation; and (2) Certificate of Shareholder Approval.

Please file one (1) original of each document and return one (1) certified copy of the Restated Articles of Incorporation and one (1) copy (stamped with the time and date the document was accepted for filing) of the Certificate of Shareholder Approval to our office using the provided self-addressed, stamped envelope. Also enclosed please find check #5798 in the amount of \$43.75 for the filing fees incurred.

Please do not hesitate to contact me if you should have any questions.

Sincerely,

MAYER, KENNEDY & RANDOLPH


Paul T. Trinley

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Enc.

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Restated Art.

V. SHEPARD NOV 9 2000

**RESTATED
ARTICLES OF INCORPORATION
OF
DRIVE-IN THEATRES OF FLORIDA, INC.**

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The undersigned, for the purpose of restating the Articles of Incorporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., and specifically Florida Statute §607.1007, hereby adopts the following Restated Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is **DRIVE-IN THEATRES OF FLORIDA, INC.**

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is five hundred (500) common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 Three (3) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

5.02 The name and address of the members of the Board of Directors are:

Name

Address

Nettie Turbyfill

2001 N. Federal Highway, Delray Beach, FL 33444

Terrence L. Turbyfill

2001 N. Federal Highway, Delray Beach, FL 33444

Thomas O. Turbyfill

2001 N. Federal Highway, Delray Beach, FL 33444

ARTICLE SIX

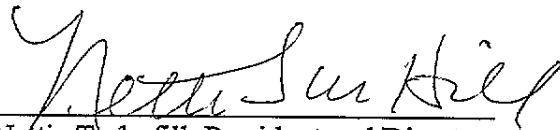
6.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE SEVEN

7.01 The effective date of these Restated Articles of Incorporation shall be the date same are filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 20th day of October, 2000.

By:


Nettie Turbyfill, President and Director

**CERTIFICATE OF SHAREHOLDER APPROVAL
FOR DRIVE-IN THEATRES OF FLORIDA, INC.**

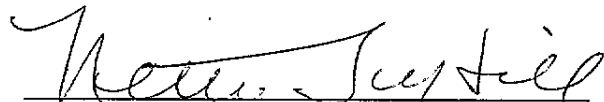
Pursuant to the requirements of Florida Statutes §§607.1006 and 607.1007, the undersigned Directors of DRIVE-IN THEATRES OF FLORIDA, INC. (hereinafter referred to as the "Company") submit this Certificate of Shareholder Approval and state as follows:


1. The restatement of the Articles of Incorporation required approval by the Shareholders of the Company; and
2. The Restated Articles of Incorporation for the Company were submitted to the sole Shareholder and approved by the sole Shareholder on October 20, 2000, as set forth in the Written Consent of the Sole Shareholder attached as Exhibit "A".

This Certificate was signed by the below named Directors of the Company on the date set forth below.

Date: October 20, 2000

DIRECTORS:


NETTIE TURBYFILL


TERRENCE L. TURBYFILL

**WRITTEN CONSENT TO ACTIONS
TAKEN IN WRITING WITHOUT A MEETING
BY THE SOLE SHAREHOLDER OF
DRIVE-IN THEATRES OF FLORIDA, INC.**

Dated: October 20, 2000

The undersigned, being the sole Shareholder of DRIVE-IN THEATRES OF FLORIDA, INC. (hereinafter referred to as the "Company"), does hereby take the following actions by this writing, effective as of the date set forth above, in lieu of a meeting of the Shareholders, pursuant to the provisions of the Company's Bylaws and Florida Statutes §607.0704.

The following preambles and resolutions concerning the adoption of Restated Articles of Incorporation for the Company are hereby adopted:


WHEREAS, the Directors and officers of the Company have proposed that the sole Shareholder adopt Restated Articles of Incorporation for the Company, attached hereto as Exhibit "A"; and

WHEREAS, the sole Shareholder has reviewed the terms of the above referenced Restated Articles of Incorporation of the Company and believes it to be in the best business of the sole Shareholder and the Company to execute and adopt said Restated Articles of Incorporation of the Company;

THEREFORE, BE IT RESOLVED, that the sole Shareholder hereby adopts the attached Restated Articles of Incorporation of the Company and hereby directs the officers and directors of the Company to take all action necessary to execute and file said Restated Articles of Incorporation of the Company with the appropriate authorities and to otherwise take all action necessary to effectuate the foregoing resolutions;

FINALLY RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized and directed to adopt the Restated Articles of Incorporation on behalf of the Company and to do any and all acts necessary to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, constituting the sole Shareholder of the Company, has executed this written consent effective on the date set forth above.


NETTIE TURBYFILL, Sole Shareholder

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EXHIBIT "A"