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**LAW OFFICES OF  
MAYER, KENNEDY & RANDOLPH**

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November 3, 2000

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

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-11/08/00--01135--003  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Re: Drive-In Theatres of Florida, Inc.**

Dear Sir or Madam:

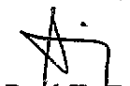
Enclosed are one (1) original and one (1) copy of the Articles of Amendment for the above referenced corporation.

Please file the original Amendment and return a certified copy to this office using the enclosed self-addressed, stamped envelope. Also enclosed is a check in the amount of \$43.75 for fees incurred in receiving, filing and indexing of the enclosed Amendment to Articles of Incorporation.

Please contact me if there is any reason why this request cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER, KENNEDY & RANDOLPH

  
Paul T. Trinley

PTT/tas

Enc.

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*Amend*

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FILED  
00 NOV -6 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
OF  
DRIVE-IN THEATRES OF FLORIDA, INC.**

FILED  
00 NOV -6 AM 10: 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending the Articles of Incorporation of DRIVE-IN THEATRES OF FLORIDA, INC., pursuant to Florida Statutes §§607.1001, 607.1002 and 607.1006 hereby adopt the following Articles of Amendment:

**ARTICLE FOUR**

4.01 The aggregate number of shares the corporation shall have authority to issue is 5 shares of common voting stock at \$1.00 par value per share and 495 shares of common non-voting stock at \$1.00 par value per share.

4.02 Each outstanding share of common voting stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders. The common non-voting stock shall have no voting rights and are not to be considered Shareholders for the purpose of any election, meeting, consent or waiver of notice.


4.03 Upon liquidation of the Company and distribution of assets of the Company to holders of the common non-voting shares, the holders of such common non-voting shares shall receive a pro rata distributive amount distributable to all then outstanding shares per share, including common voting shares. Therefore, the common non-voting shares shall be entitled to the same per share distribution as the common voting shares.


4.04 The rights of the holders of the common non-voting shares cannot be modified by less than a majority vote of the then outstanding common voting shares.

Except to the extent that any of the provisions of these Articles of Amendment are expressly in conflict with the provisions of the Corporation's Articles of Incorporation or any Articles of Amendment thereto, the Corporation's Articles of Incorporation and any Articles of Amendment thereto shall remain in full force and effect.

The sole Shareholder approved and adopted these Articles of Amendment on November 3, 2000. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Amendment effective the 3<sup>rd</sup> day of November, 2000. These Articles of Amendment have been approved by the majority vote of the Shareholders.

  
NETTIE TURBYFILL, Director  
and President

  
TERRENCE L. TURBYFILL, Director

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