

836873

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

CT CORPORATION

April 25, 2003

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

Re: Order #: 5836942 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

UNITED ARTISTS THEATRE CIRCUIT, INC. (MD)
Change of Agent
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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, the undersigned corporation organized under the laws of the State of Maryland submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : United Artists Theatre Circuit, Inc.

2. The mailing address of the corporation : 7132 Regal Lane Knoxville, TN 37918

3. Date of incorporation/qualification: 8/1/1976 Document number: 836873

4. The name and address of the current registered agent and office:

The Prentice-Hall Corp System

1201 Hays St.

Tallahassee, FL 32301

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

C T Corporation System

c/o C T Corporation System, 1200 South Pine Island Road,

Plantation, Florida 33324

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.

Christen Noakes
(Signature of an officer, chairman or vice chairman of the board)

4/18/03
(Date)

Christen Noakes, Vice President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

C T Corporation System
By: *Hiedi M. Liesch*
(Signature of Registered Agent)

4-23-03
(Date)

If signing on behalf of an entity:

Hiedi Liesch
(Typed or Printed Name)

Asst. Secretary
(Capacity)

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

FILED
2003 APR 25 PM 11 11
TALLAHASSEE, FLORIDA

SPECIAL POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Peter B. Brandow, the Vice President and Secretary of the entities shown on the Schedule 1 (each an "Entity" and collectively, the "Entities") attached hereto does hereby appoint a Customer Specialist of CT Corporation System (a "CT Representative") as attorney-in-fact for the Entities to act for each of the Entities and in the name of each of the Entities for the limited purposes authorized herein.

Each Entity, having taken all necessary steps to authorize changing its registered agent and office in its state of incorporation and any other state where it is qualified to do business as a foreign entity, hereby grants a CT Representative, as attorney-in-fact, the power solely to execute the documents necessary to change the Entity's registered agent and registered office, or the agent and office of similar import, in its state of incorporation and any other state where it is qualified to do business as a foreign entity.

In the execution of any documents necessary for the sole purposes set forth herein, a CT Representative shall exercise the power of Vice President and Secretary.

This Special Power of Attorney expires 3 months from the date of execution of this Special Power of Attorney or earlier with respect to any Entity if revoked by any executive officer of such Entity.

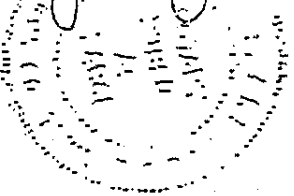
IN WITNESS WHEREOF the undersigned has executed this Special Power of Attorney on this 8th day of April, 2003.

United Artists Theatre Circuit, Inc.
United Artists Theatre Company

By: [Signature]
Peter B. Brandow
Vice President and Secretary

Subscribed and sworn to before me this 8th day of April, 2003.

[Signature: Jennifer S. Anderson]



Apr-10-03 10:16am From-HOGAN&HARTSON

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Schedule I

United Artists Theatre Circuit, Inc.
United Artists Theatre Company