

A95000000906



ACCOUNT NO. : 072100000032

REFERENCE : 621328 4656A

AUTHORIZATION :

COST LIMIT : 0 (PAID BY CLIENT)

FILED  
JUN 16 AM 11:30  
TALLAHASSEE, FLORIDA

ORDER DATE : June 16, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 621328

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

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-06/20/95--01040--002  
\*\*\*1837.50 \*\*\*1837.50

DOMESTIC FILING

RUSH WILL WAIT

NAME: LINCOLN ROAD CINEMA, LTD.

R95000002641  
JUN 16 1995  
TALLAHASSEE, FLORIDA

RECEIVED  
JUN 15 AM 11:20  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CC  
6/16/95

CONTACT PERSON: Patty G. Pizzuto

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**LINCOLN ROAD CINEMA, LTD.**

*19500000966*

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of LINCOLN ROAD CINEMA, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is LINCOLN ROAD CINEMA, LTD.
2. The business address and the mailing address of the limited partnership is 4833 Collins Avenue, 17th Floor, Miami Beach, FL 33140.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

**CORPORATION SERVICE COMPANY**

4. The Florida street address for the registered agent is:

**1201 Hays Street  
Tallahassee, FL 32301**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of LINCOLN ROAD CINEMA, LTD., at the place designated in this Certificate of Limited Partnership of LINCOLN ROAD CINEMA, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

**CORPORATION SERVICE COMPANY, Registered  
Agent**

BY: *Karen B. Rozar*

KAREN B. ROZAR, as Agent for Registered Agent

Dated: June 16, 1995.

6. The name and business address of the general partner is as follows:

**SOUTH BEACH CINEMA CORP.  
4833 Collins Avenue - 17th Floor  
Miami Beach, FL 33140**

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7. The latest date upon which the limited partnership is to dissolve is December, 2045.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 15 day of June, 1995 in accordance with §620.114 of the Florida Statutes.

**SOUTH BEACH CINEMA CORP.**, a Florida corporation,  
general partner

BY:

  
JEAN-JACQUES MURRAY, President

**AFFIDAVIT**

**THE UNDERSIGNED**, constituting all of the general partners of LINCOLN ROAD CINEMA, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is:  
**\$ 743,750.00.**
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$743,750.00.**

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**SOUTH BEACH CINEMA CORP.**, a Florida corporation,  
general partner

BY:

  
JEAN-JACQUES MURRAY, President