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FROM: THOMSON MURARO RAZOOK & HUNT, P.A. ACCT#: 102556003002  
 CONTACT: ANA COZ  
 PHONE: (305) 350-7200 FAX #: (305) 374-1005

NAME: THEATRE OPERATIONS, LTD.  
 AUDIT NUMBER.....H98000003416  
 DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
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FAX



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 23, 1998

RICHARD J. RAZOOK  
THOMSONMURARO RAZOOK & HART, P.A.  
ONE SE THIRD AVENUE, 1700 SUN BANK INT'L  
MIAMI, FL 33131

SUBJECT: THEATRE OPERATIONS, LTD.  
REF: W98000003947

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
THEATRE OPERATIONS, LTD.**  
a Florida limited partnership

PURSUANT TO SECTION 620.106, FLORIDA STATUTES

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

- ✓1. The name of the limited partnership is **Theatre Operations, Ltd.**
- ✓2. The mailing address and office of the Partnership is: and principal place of business is  
100 Second Avenue South, Suite 904  
St. Petersburg, Florida 33701
- ✓3. The name and address of the agent for service of process on the Partnership is:  
WRH Fortune, Ltd. A98000000385  
100 Second Avenue South, Suite 904  
St. Petersburg, Florida 33701
- ✓4. The name and business address of the sole general partner is as follows:  
Bahram B. Khorsandi  
6000 Tarawood Drive  
Orlando, Florida 32819
- 5. The latest date upon which the Partnership shall dissolve is December 31, 2047.

Under penalties of perjury the undersigned general partner declares that it has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

Dated this 18 day of February, 1998.

By: Bahram B. Khorsandi  
Bahram B. Khorsandi - General Partner

Richard J. Razook  
Florida Bar No. 207470  
Thomson Muraro Razook & Hart, P.A.  
1700 Sun Bank International Center  
One Southeast Third Avenue  
Miami, Florida 33131  
(305) 350-7200

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Theatre Operations, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

WRH Fortune, Ltd.

By: [Signature]

Name: WRH Properties, Inc., G.P.

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF THEATRE OPERATIONS, LTD.**

STATE OF FLORIDA }  
COUNTY OF ORANGE }

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BEFORE ME, the undersigned personally appeared Bahram B. Khorsandi, constituting the sole general partner of Theatre Operations, Ltd., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certified as follows:

1. The amount to date of capital contributions of the limited partners to the Partnership is \$1,375,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,375,000.

Under penalties of perjury the undersigned declares that he has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

Date: February 18, 1998

By: Bahram B. Khorsandi  
Bahram B. Khorsandi - General Partner

SWORN TO AND SUBSCRIBED before me this 18<sup>th</sup> day of February, 1998 by Bahram B. Khorsandi, in his capacity as the sole general partner of Theatre Operations, Ltd., a Florida limited partnership, on behalf of the corporation, as an act of the partnership. He  (a) is personally known to me, or  (b) has produced \_\_\_\_\_ as identification.

My commission expires:

Dec. 7, 2001

Notary Public - State of Florida  
Name: Sharon Lee Davis

[Seal]



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