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From:

Account Name

: C T CORPORATION SYSTEM

Account Number : FCA000000023

: (850)222-1092

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# FOREIGN PROFIT/NONPROFIT CORPORATION

SCSF Popcorn Holding Corp.

| Certificate of Status | 0       |
|-----------------------|---------|
| Certified Copy        | 0       |
| Page Count            | 05      |
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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

| SCSF Popcorn Hol      | ding Corp.  |   |
|-----------------------|---|---|
| ater name of corpo    | ration; rmst include "INCORPORATED "Tnc," "Co," or "Corp.")                       | ," "COMPANY," "CORPORATION,"  |
|                       |   |   |
| name unavailable      | in Florida, enter alternate corporate name  | adopted for the purpose of transacting business in Florida                          |
| Delaware              | 3.  | 20-5197644  |
| State or country unde | r the law of which it is incorporated)  | (FEI number, if applicable)   |
| June 13, 2006         | . 5.  | perpetual   |
| (Date of i            | ncorporation)   | (Duration: Year corp. will cease to exist or "perpetual")                           |
| ipon filing           |   |   |
|                       | (Date first transacted business)  | in Florida, if prior to registration) 502, F.S., to determine penalty liability)    |
| 200 T                 | · ·   | 302, F.S., to determine penalty hability)   |
| 200 Town Center Ci    | rele, Suite 470, Bocs Raton, FL 33486   | Inna l  |
|                       | (Principal office add   | 0.033)  |
|                       | (Current mailing add  | · · · · · · · · · · · · · · · · · · ·   |
|                       | (Aminus paints) ma  | u vaay  |
|                       |   |   |
| (Purpose(s) of        | corporation authorized in home state or o   | ountry to be carried out in state of Florida)                                       |
| Name and street ad    | dress of Florida registered agent: (P.0   | O. Box NOT acceptable)  |
| Name:                 | C T Corporation System  |   |
| Manie                 | 1200 Court Pine John J P and  |   |
| fice Address:         | 1200 South Pine Island Road   |   |
|                       | Piantation  | Florida33324  |
|                       | (City)  | (Zîp code)  |
| Registered agent      | 's accentance   | •   |
|                       |   | ice of process for the above stated corporation at the                              |
|                       |   | ment as registered agent and agree to act in this cape                              |
|                       | ly with the provisions of all statutes i<br>I and accept the obligations of my po | relative to the proper and complete performance of m<br>sition as registered agent. |
|                       | C T Corporation System  |   |
|                       | A   | CONNIE BRYAR  |
| By:                   | Conne Gry   | OPECIAL ASSISTANT SECRETARY   |
|                       | (Registered agent's signature)  |   |

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having oustody of corporate records in the jurisdiction under the law of which it is incorporated.
- 12. Names and business addresses of officers and/or directors:

v V v

| A. DI       | RECTORS   |
|-------------|---|
| Chairn      | an: see attached  |
| Addres      | 3:  |
|             |   |
| Vice Ç      | hairman:  |
|             | 8;  |
|             |   |
| Directo     | r:  |
|             | s:  |
|             |   |
| Directo     | т.  |
|             | 9;  |
| ٠           |   |
| B. OF       | TICERS  |
|             | see attached  |
|             | 8'  |
| 1 /10/02 60 |   |
| Vice P      | resident:   |
|             | 3:  |
| 114000      |   |
| Secreta     | ry:   |
| Addres      |   |
| Treasu      |   |
| Addres      |   |
|             |   |
| NOTE        | If necessary you may attach ar addendum to the application listing additional officers and/or directors.          |
| 13          | /// Julius ///Clorys  |
| . 14        | (Signature of Director of Officer listed in number 12 of the application)  lichael McConvery, Assistant Secretary |
| 14          | (Typed or printed name and capacity of person signing application)  |

#### ATTACHMENT

## D&O Slate SCSF Popcorn Holding Corp.

#### Directors

| Director | Kevin Calhoun       | 5200 Town Center Circle, Suite 470, Boca Raton,<br>Florida 33486 |
|----------|---------------------|--|
| Director | Michal J. McConvery | 5200 Town Center Circle, Suite 470, Boca Raton,<br>Florida 33486 |

## Officers

| Co-CBO & Treasurer                    | Marc J, Leder           | 5200 Town Center Circle, Suite 470, Boca Raton,<br>Florida 33486 |
|---------------------------------------|-------------------------|--|
| Co-CEO & Secretary                    | Rodger R. Krouse        | 5200 Town Center Circle, Suite 470, Boca Raton,<br>Florida 33486 |
| Vice President                        | Kevin Calhoun           | 5200 Town Center Circle, Suite 470, Boca Raton,<br>Florida 33486 |
| Vice President and Asst.<br>Secretary | C. Deryl Couch          | 5200 Town Center Circle, Suite 470, Boca Raton,<br>Florida 33486 |
| Vice President and Asst.<br>Secretary | Michael J.<br>McConvery | 5200 Town Center Circle, Suite 470, Boca Raton,<br>Florida 33486 |

1 ...

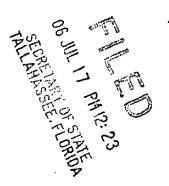
Delaware

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# The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCBF POPCORN HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JULY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.





4174170 8300 060669429 Warriet Smith Windsor, Secretary of State

AUTHENTICATION: 4901262

DATE: 07-14-06