

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

**F95000005989**

**CSC networks**

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 737397 1925E

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : November 15, 1995

ORDER TIME : 9:34 AM

ORDER NO. : 737397

CUSTOMER NO: 1925E

CUSTOMER: Camille C. Duerr, Legal Asst  
Jones Day Reavis & Pogue  
3500 One Peachtree Center  
303 Peachtree Street, N.e.  
Atlanta, GA 30308-3242

700001640707  
11/17/95-01047--000  
\*\*\*122.50 \*\*\*122.50

*B/2-8*

FOREIGN FILINGS

NAME: AMC, INC.

☐ PROFIT  
☐ NON-PROFIT

☐ CORPORATE  
☐ LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SEBRENA RANDOLPH


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC -9 AM 11:21

Certificate of Secretary

Neal G. Patton, Secretary of AMC, Inc., a corporation duly organized under the laws of the State of Georgia, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting hold on the 14th day of November, 1995.

"RESOLVED, that, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopts the fictitious name Atlanta Market Center, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the Corporation be and are hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain authority to transact business in the State of Florida, and to cause this Corporation to use the said fictitious name in the transaction of business in the State of Florida."

  
Neal G. Patton, Secretary

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC -8 AM 11:21

## 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:

1. AMC, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia  
(State or country under the law of which it is incorporated)
3. 58-2201031  
(FEI number, if applicable)
4. September 29, 1995  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. November 14, 1995  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 240 Peachtree Street, N.W., Suite 2200  
Atlanta, Georgia 30303  
(Current mailing address)

8. see attached  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301  
(Zip Code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.*

The Prentice-Hall Corporation System, Inc.

By: 

(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 custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS  
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: John C. Portman, Jr.

Address: 240 Peachtree St., Suite 2200, Atlanta, GA 30303

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: John M. Ryan

Address: 240 Peachtree St., Suite 2200, Atlanta, GA 30303

Director: A.J. Robinson

Address: 2400 Peachtree St., Suite 2200, Atlanta, GA 30303

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: John M. Ryan

Address: 240 Peachtree St., Suite 2200, Atlanta, GA 30303

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Neal Patton

Address: 240 Peachtree St., Suite 2200, Atlanta, GA 30303

Treasurer: David J. Nadeau

Address: 240 Peachtree St., Suite 2200, Atlanta, GA 30303

see attached.

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

John M. Ryan, Pres.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

John M. Ryan, President

(Typed or printed name and capacity of person signing application)

8. Purposes of the corporation authorized in home state or country to be carried out in the state of Florida: the ownership and management (whether direct or indirect through whole or partial ownership of other entities) of trade marts, trade shows, special events and consumer shows and activities reasonably related thereto, as well as the ownership of undeveloped land in Atlanta, Georgia, stock in EC Holdings, Inc., and certain promissory notes (and collateral relating thereto) issued by AMC Orlando, Inc. and AMC Tampa, Inc.

12. B. Officers (continued)

Chief Executive Officer: John C. Portman, Jr.

Address: 240 Peachtree St., Suite 2200, Atlanta, GA 30303

**Secretary of State**  
**Business Information and Services,**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 953100079  
CONTROL NUMBER : 9528748  
DATE INC/AUTH/FILED : 09/29/1995  
JURISDICTION : GEORGIA  
PRINT DATE : 11/14/1995  
FORM NUMBER : 0211

PRENTICE HALL CORPORATE SERVICES  
ELLEN MELNICK  
66 LUCKIE STREET  
ATLANTA, GA 30303

**CERTIFICATE OF EXISTENCE**

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**AMC, INC.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Max Cleland*  
MAX CLELAND  
SECRETARY OF STATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC -8 AM 11:21