

F 960000000085

CF CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

600001678456
-01/04/96--01066--0015
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 12:19
WZ
1/4

Sundance Motion Picture Company, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of N.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious name fill
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Walk In	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Mail Out	<input type="checkbox"/> Pick Up
<input type="checkbox"/> Walk In	<input type="checkbox"/> Call if Problem	
<input type="checkbox"/> Mail Out	<input type="checkbox"/> Will Wait	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
1-4-96

PLEASE RETURN EXTRA COPIES
FILE STAMPED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

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

1. Suncoast Motion Picture Company, 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. Delaware

(State or country under the law of which it is incorporated)

3. 41-1824093

(FEI number, if applicable)

4. November 6, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 10400 Yellow Circle Drive, Minnetonka, Minnesota 55343

(Current mailing address)

8. Retail Sale of Motion Pictures and Related Items

(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:

Name: C T Corporation System

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

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Susan J. Warner
(Registered agent's signature) (Officer)

Susan J. Warner - Asst Sec.
(Type Name and Title of Officer)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Heidi M. Hoard, Assistant Secretary _____
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 12:19

**Appendix to Florida
Application for Certificate of Authority**

**Directors of
Suncoast Motion Picture Company, Inc.**

1. Jack Eugster, Chairman and Chief Executive Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
2. Reid Johnson, Director
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
3. Gary A. Ross, President and Chief Financial Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN - 4 PM 2:19

Appendix to Florida
Application for Certificate of Authority

Officers of
Suncoast Motion Picture Company, Inc..

1. Jack Eugster, Chairman and Chief Executive Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
2. Gary A. Ross, President and Chief Financial Officer
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343
3. Michael J. Colon, Vice President of Stores
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343
4. Archie L. Benike, Vice President of Marketing and Merchandising
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343
5. Linda Alsid Ruehle, Corporate Secretary
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343
6. Heidi M. Hoard, Assistant Secretary
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343
7. Karen A. Ring, Assistant Secretary
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343
8. Timothy J. Scully, Assistant Treasurer
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 12:19

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNCOAST MOTION PICTURE COMPANY, INC." 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 TWENTY-SIXTH DAY OF DECEMBER, A.D. 1995.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 12:19




Edward J. Freel, Secretary of State

2558357 8300
950307182

AUTHENTICATION:

DATE.

7767016

12-26-95