

ACCOUNT NO.

0721000000032

REFERENCE :

818067

4802844

AUTHORIZATION :

COST LIMIT

ORDER DATE : January 24, 1996

ORDER TIME : 3:16 PM

ORDER NO. : 818067

200001700722

CUSTOMER NO:

4802844

CUSTOMER: Tara M. Anderson

Neal Gerber & Eisenberg Two North Lasalle Street

Suite 2200

Chicago, IL 60602

#### FOREIGN FILINGS

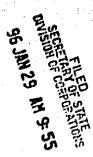
NAME: THEATRE MANAGEMENT GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN



#### RESOLUTION OF OF THEATRE MANAGEMENT GROUP, INC.

I, the undersigned, a duly elected director of THEATRE MANAGEMENT GROUP, INC., do hereby certify that this Resolution of the Directors of THEATRE MANAGEMENT GROUP, INC., a corporation organized and existing under the laws of the State of Texas, was duly adopted on December  $\frac{29}{2}$ , 1995.

RESOLVED, that THEATRE MANAGEMENT GROUP, INC., organized and existing in the State of Texas, hereby adopts the name Theatre Group, Inc. for use in Florida.

Dated: December 2/1, 1995

Dayld M. Anderson

Allen J. Jecker

Barry N. Lewis

BEING ALL OF THE DIRECTORS OF THE CORPORATION

## 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:

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(State or c	country under the law	of which it is inco		
Date of Incorpora	1/29/93	4.	(Duration)	<u>.</u>
	76-0390096		(00.0)	
(F	ederal Employer Iden	tification number	, if applicable)	<del></del>
	upon qualificat	ion:		
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	levard, Suite:310, E			
	(Current maili	ng address)		<del></del>
ongage in any	and all lawful acts	or activities	•	•
Directors:				•
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. Name and Street ad	c/o C T Co	C T CORPO	RATION SYST	Pine Island	Road .		
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). Name and Street ad Name: _ Office Address: _	c/o C T Co Pia  scceptance: as registered ace designate ree to act in the	c T CORPO	m, 1200 South , Flor accept service ication, I heret I futher agree	Pine Island Ida3  e of proce by accept to comply	Road	ne abovi	D t
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(FLA. - 2189)

# ATTACHMENT A TO THE APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS FOR THEATRE MANAGEMENT GROUP, INC.

### 9. Names and addresses of officers and directors:

Director & President:

David M. Anderson 515 Post Oak Boulevard

Suite 310

Houston, TX 77027

Director, Vice President

& Treasurer:

Allen J. Becker

515 Post Oak Boulevard

Suite 300

Houston, TX 77027

Director, Vice President

& Secretary:

Barry M. Lewis

515 Post Oak Boulevard

Suite 310

Houston, TX 77027



# The State of Texas

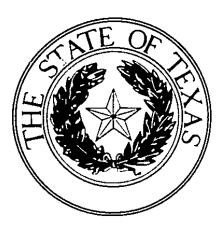
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that Articles of Incorporation of

THEATRE MANAGEMENT GROUP, INC. CHARTER# 1258036

were filed in this office and a certificate of incorporation was issued on JANUARY 29, 1993;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and that the corporation is still in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on January 26, 1996.

Cost

Antonio O. Garza, Jr. Secretary of State

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