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TALLAHASSEE, FL 32310
904-203-0390
904-203-0390 FAX

800-342-8086

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96 JAN 29 AM 10 20
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 818067 4802844

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70.00

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
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

9/1/30
96 JAN 29 AM 9:55
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

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SECRETARY OF CORPORATIONS
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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 29, 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 21, 1995



David M. Anderson



Allen J. Becker



Barry M. 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:

1. Theatre Management Group, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Texas
(State or country under the law of which it is incorporated)
3. 1/29/93 4. Perpetual
(Date of Incorporation) (Duration)
5. 76-0390096
(Federal Employer Identification number, if applicable)
6. upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 515 Post Oak Boulevard, Suite 310, Houston, Texas 77027
(Current mailing address)
8. To engage in any and all lawful acts or activities
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SEE ATTACHMENT A
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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9. Officers:

President: SEE ATTACHEMENT A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. 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

11. 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.

Registered agent's signature: _____

C T CORPORATION SYSTEM

(Officer)

Beth A. Pope, Asst. Secretary

(Type Name and Title of Officer)

12. 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.

13.

David M. Anderson
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14.

PRESIDENT

(Name and capacity of person signing application)

**ATTACHMENT A
TO THE
APPLICATION FOR AUTHORIZATION TO
TRANSACTION 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

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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.*

1087.

Antonio O. Garza, Jr.
Secretary of State

BAM