

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-1171
TAX

800-344-8086



F96000006587

ACCOUNT NO. : 072100000032

REFERENCE : 189946 4302990

AUTHORIZATION : *Patricia Pysant*

COST LIMIT : \$ 70.00

ORDER DATE : December 16, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 189946-005

CUSTOMER NO: 4302990

900002031069--5

CUSTOMER: Ms. Ilona Bush
Latham & Watkins
Suite 4100
633 West Fifth Street
Los Angeles, CA 90071

9/12/17
96 DEC 17 PM 12:34
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: SILVER CINEMAS, 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: Victoria L. Perez

96 DEC 17 AM 11:22
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DIVISION OF CORPORATIONS

R96-5358
CSC

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. Silver Cinema, 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. 75-2672675

(FEI number, if applicable)

4. 10/11/96

(Date of incorporation)

5. Perpetual

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

6. 11/27/96

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 17103 Preston Road, Suite 190

Dallas, Texas 75248

(Current mailing address)

8. Operating movie theaters

(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: 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.

By: J. E. Costelloe

(Registered agent's signature)
J. E. Costelloe, Asst. Sec.

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

A. DIRECTORS

Chairman: SEE ATTACHED

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: SEE ATTACHED

Address:

Vice President:

Address:

Secretary:


Address:

Treasurer:

Address:

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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. Steven L. Holmes, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

SILVER CINEMAS, INC.

Attachment for Florida application

Directors

Steven L. Holmes
Thomas J. Owens
David Wong
Christopher Laurence
William Barnum, Jr.

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SILVER CINEMAS, INC.

Attachment for Florida Application

Officers

Steven L. Holmes **Chief Executive Officer, Chief Financial Officer,
Vice President and Treasurer**
17103 Preston Road, Suite 190, Dallas, TX 75248

Thomas J. Owens **President and Secretary**
17103 Preston Road, Suite 190, Dallas, TX 75248

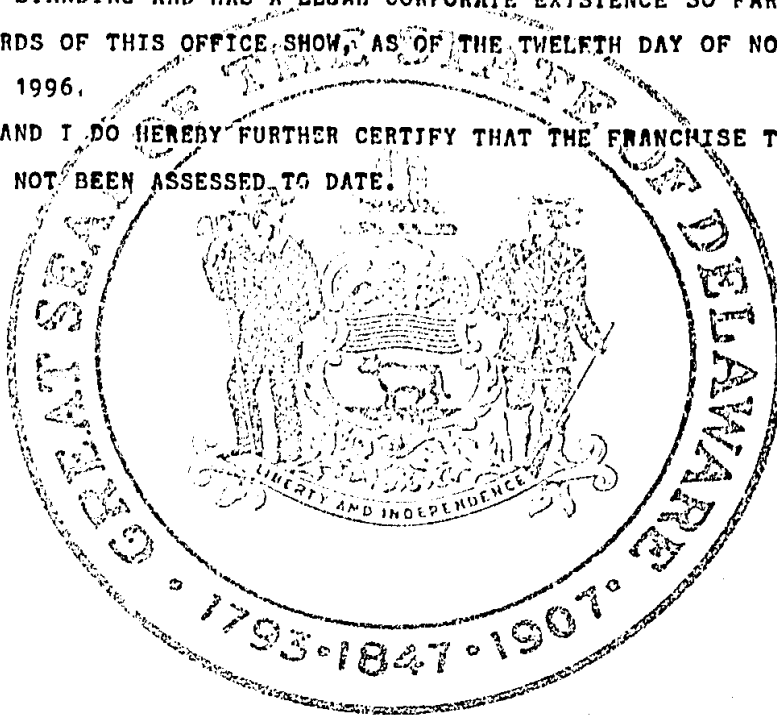
Christopher A. Laurence **Vice President**
17103 Preston Road, Suite 190, Dallas, TX 75248

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SILVER CINEMAS, 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 TWELFTH DAY OF NOVEMBER, A.D. 1996.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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960328943

AUTHENTICATION: 8187421

DATE: 11-12-96